



Abu Dhabi Securities Exchange Chief Executive Officer Resolution No. (1) Of 2024 Concerning the listing of the Bonds of “MDGH GMTN (RSC) Ltd”

قرار الرئيس التنفيذي لسوق أبوظبي للأوراق المالية رقم (1) لسنة 2024 م بشأن إدراج سندات شركة ” إم دي جي أتش- جي إم تي إن (أر أس سي) لميتد

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02/01/2024

Subject to Article No. (38) Of the Abu Dhabi Securities Exchange's Listing and Disclosure Rules.

استناداً لأحكام المادة رقم (38) من قواعد الإدراج والإفصاح لسوق أبو ظبي للأوراق المالية.

The following has been decided.

تقرر الآتي:

Article (1)

Listing the Bonds of “MDGH GMTN (RSC) Ltd”, with total amount of US\$ 4,750,000,000 and one issue with total amount of 750,000,000 AED as per the attached table and pricing term sheets, starting from Monday 8th of January 2024.

مادة (1)

تُدْرَج السندات الصادرة عن شركة إم دي جي أتش- جي إم تي إن (أر أس سي) لميتد بقيمة إجمالية مقدارها 4,750,000,000 دولار أمريكي وإصدار واحد بقيمة 750,000,000 درهم وفق الجدول وأحكام التسعير المرفقين وذلك اعتباراً من يوم الإثنين الموافق الثامن من يناير 2024.

Article (2)

All heads of departments in ADX are to execute this resolution all in their respective fields.

مادة (2)

على جميع رؤساء الإدارات في السوق تنفيذ هذا القرار كل في مجال اختصاصه.

Article (3)

This resolution shall be circulated to SCA, all departments at ADX, and all brokers accredited by ADX. The resolution effective as from the date of issue.

مادة (3)

يُعمم هذا القرار على الهيئة وجميع إدارات السوق والوسطاء المعتمدين لدى السوق، ويعمل به اعتباراً من تاريخ صدوره.

02/01/2024


ADX

سوق أبوظبي للأوراق المالية
Abu Dhabi Securities Exchange

Abdulla Salem ALNuaimi
Chief Executive Officer

2.1.2024 13:14 (UTC+4)

عبد الله سالم النعيمي
الرئيس التنفيذي



سندات شركة ” إم دي جي أتش- جي إم تي إن (أر أس سي) لميتد

Bonds of “MDGH GMTN (RSC) Ltd”

رقم التعريف الدولي (ISIN) 144A	رقم التعريف الدولي (ISIN) RegS	تاريخ الإستحقاق	نسبة الفائدة	العملة	القيمة الاسمية	المصدر
-	XS2455985569	2027	3.000%	USD	500,000,000	MDGH GMTN (RSC) Ltd
-	XS2455984679	2032	3.375%	USD	1,000,000,000	MDGH GMTN (RSC) Ltd
US55285GAB05	XS2546781985	2033	5.500%	USD	1,000,000,000	MDGH GMTN (RSC) Ltd
US55285GAD60	XS2624479288	2033	4.375%	USD	1,000,000,000	MDGH GMTN (RSC) Ltd
US55285GAE44	XS2707149600	2034	5.875%	USD	750,000,000	MDGH GMTN (RSC) Ltd
US55285GAC87	XS2623206187	2053	5.084%	USD	500,000,000	MDGH GMTN (RSC) Ltd
-	XS2716891796	2028	5.650%	AED	750,000,000	MDGH GMTN (RSC) Ltd
US55285GAE44	XS2707149600	2034	5.875%	USD	750,000,000	MDGH GMTN (RSC) Ltd

Pricing Term Sheet		قائمة أحكام التسعير	
25 October 2023		التاريخ: 25 أكتوبر 2023	
Mamoura Diversified Global Holding PJSC		المعمورة دايفرسيفيد جلوبال هولدينغ ش.م.ع	
U.S.\$750,000,000 5.875 per cent. Green Notes due 2034 (the "Notes")		سندات خضراء بقيمة 750,000,000 دولار أمريكي بفائدة ثابتة 5.875% تستحق عام 2034	
Issuer	MDGH GMTN (RSC) Ltd	إم دي جي اتش - جي إم تي إن (أر اس سي) لميتد	المصدر
Issuer LEI	213800WRY6FRL9IXLT77	213800WRY6FRL9IXLT77	معرف الكيان القانوني للمصدر
Guarantor	Mamoura Diversified Global Holding PJSC	المعمورة دايفرسيفيد جلوبال هولدينغ ش.م.ع	الضامن
Guarantor LEI	231800GR9PMZV1HA6636	231800GR9PMZV1HA6636	معرف الكيان القانوني للضامن
Issue Ratings	Aa2 (Moody's) / AA (Fitch)	Aa2 (Moody's) / AA (Fitch)	تصنيف الإصدار
Type	Senior Unsecured Green Notes	متقدمة الأولوية ، غير مضمون سندات خضراء	نوع السندات
Format	Rule 144A / Regulation S, Registered	Rule 144A / Regulation S مسجل	شكل الإصدار
Currency	U.S. Dollars	دولار أمريكي- \$	العملة
Issue Size	U.S.\$ 750,000,000	750,000,000 دولار أمريكي	حجم الإصدار
Denominations	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof	\$200,000 دولار أمريكي بمضاعفات \$1,000 دولار أمريكي للمبالغ الإضافية	الفئات المحددة
Tenor	10.5 years	10.5 سنوات	المدة
Issue Date	1 November 2023	1 نوفمبر 2023	تاريخ الإصدار
Maturity Date	1 May 2034	1 مايو 2034	تاريخ الاستحقاق
Interest Payment Dates	Payable semi-annually in arrear on 1 May and 1 November in each	تدفع نصف سنوية في 1 مايو و 1 نوفمبر في كل منهما	دفعات الفائدة (مواعيد التوزيع)

	year up to and including the Maturity Date, commencing on 1 May 2024	السنة حتى تاريخ الاستحقاق، الذي يبدأ في 1 مايو 2024	
Benchmark	UST 3 ½ 08/15/33	معدل الخزينة الأمريكية 3 % تستحق في 15 اغسطس 2033	المؤشر/ المرجع
Benchmark Yield	4.931 per cent.	%4.931	العائد المرجعي
Re-offer Yield	6.031 per cent.	%6.031	ربع الإصدار
Re-offer UST Spread	+ 110 basis points	+ 110 نقطة أساس	هامش الفائدة فوق متوسط مقايضات الدولار الأمريكي
Coupon	5.875 per cent per annum.	5.875% سنوياً	دفعات الأرباح
Day Count Fraction	30/360 Fixed	30/360 ثابت	عدد الأيام في احتساب الربح
Business Days	London and New York	لندن و نيويورك	أيام العمل
Issue Price	98.799 per cent.	98.799%	سعر الإصدار
Listing	London Stock Exchange	بورصة لندن	الإدراج
Law	English law	القانون الانكليزي	القانون
Clearing	Rule 144A (DTC), Regulation S (Euroclear and Clearstream Luxembourg)	القانون 144A (DTC) القانون Regulation S (ايروكلير و كليرستريم, لوكسمبرغ)	المقاصة
Form of the Notes	Registered Global Notes	مسجلة عالمياً	شكل السندات
Joint Global Coordinators	Abu Dhabi Commercial Bank PJSC Deutsche Bank AG, London Branch First Abu Dhabi Bank PJSC J.P. Morgan Securities plc Standard Chartered Bank	بنك أبوظبي التجاري ش.م.ع دويتشه بنك إيه جي، فرع لندن بنك أبوظبي الأول ش.م.ع جي بي مورغان سيكيوريتيز بي إل سي بنك ستاندرد تشارترد	المنسقون العالميون المشتركون
Joint Lead Managers and Joint Bookrunners	Abu Dhabi Commercial Bank PJSC Crédit Agricole Corporate Investment Bank Deutsche Bank AG, London Branch First Abu Dhabi Bank PJSC	بنك أبوظبي التجاري ش.م.ع كريدي أجريكول كوربوريت و بنك الاستثمار دويتشه بنك إيه جي، فرع لندن بنك أبوظبي الأول ش.م.ع بنك إتش إس بي سي بي إل سي بنك أي أن جي فرع لنر	مدراء الاكتتاب الرئيسيين المشاركين

	HSBC Bank plc ING Bank N.V., London Branch J.P. Morgan Securities plc Mizuho International plc Standard Chartered Bank	فرع جي بي مورغان سيكيوريتيز بي إل سي ميزوهو إنترناشيونال بي إل سي بنك ستاندرد تشارترد	
Joint Green Structurers	Abu Dhabi Commercial Bank PJSC First Abu Dhabi Bank PJSC HSBC Bank plc ING Bank N.V.	بنك أبوظبي التجاري ش.م.ع بنك أبوظبي الأول ش.م.ع بنك إتش إس بي سي بي إل سي بنك أي أن جي	وكلاء الهيكلية الخضراء
Rule 144A ISIN	US55285GAE44	US55285GAE44	القانون 144A رمز الإصدار
Regulation S ISIN / Common Code	XS2707149600 / 270714960	XS2707149600 / 270714960	القانون Regulation S رمز الإصدار
Stabilisation	FCA/ICMA	FCA/ICMA	مستوى الاستقرار

Before you invest, you should read the Base Prospectus dated 25 October 2023 (the Prospectus) for more complete information about the Issuer, the Guarantor and this offering. Any dealer participating in the offering will arrange to send you the Prospectus if you request it. This pricing term sheet is qualified in its entirety by reference to the Prospectus prepared in respect of the above issue. The information in this pricing term sheet supplements the Prospectus and supersedes the information therein to the extent that there are any inconsistencies. Before you invest in the Notes, you should read the Prospectus for more information concerning the Issuer, the Guarantor and the Notes. Terms not otherwise defined herein shall have the meanings ascribed to them in the Prospectus. Neither the Notes nor the Guarantee have been or will be registered under the U.S. Securities Act of 1933, as amended (the Securities Act), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. In the United States, the offer is being made only to persons who are both qualified institutional buyers (QIBs) in reliance on Rule 144A under the Securities Act and "qualified purchasers" (QPs) within the meaning of Section 2(a)(51)(A) of the United States Investment Company Act of 1940, as amended. To non-U.S. persons (as defined in the Securities Act) outside the United States, the offer is being made in accordance with Regulation S under the Securities Act. Prospective purchasers are hereby notified that the sellers or the Issuer and the Guarantor of the Notes may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A of the Securities Act or another available exemption from registration. For a description of these and certain 3 further restrictions on offers, sales and transfers of the Notes and the distribution of the Prospectus and this pricing term sheet, see "Subscription and Sale and Transfer and Selling Restrictions" in the Prospectus. The distribution of this pricing term sheet and the offering in certain jurisdictions may be restricted by law and therefore persons into whose possession this pricing term sheet comes

should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions could result in a violation of the laws of such jurisdiction. In particular, this pricing term sheet is not for distribution in or into Australia, Canada or Japan. In addition, this pricing term sheet may only be distributed in the United States to persons reasonably believed to be persons who are both QIBs and QPs. Notes may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. Neither the Issuer nor the Guarantor has registered, and neither intends to register, any portion of the offering in the United States, and neither intends to conduct a public offering of any securities in the United States. Under Rule 15c6-1 of the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act), trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the securities prior to settlement may be required, by virtue of the fact that the securities initially will settle in T+7, to specify any alternate settlement cycle at the time of any such trade to prevent a failed settlement. This release is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as relevant persons). The Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this pricing term sheet or any of its contents. Advertisement: This pricing term sheet is an advertisement and is not a prospectus for the purposes of Regulation (EU) No 1129/2017 of the European Parliament and of the Council of 14 June 2017 (as amended) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA). The Prospectus is available, and the applicable Final Terms, when published, will be available on the website of the London Stock Exchange (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>). MiFID II professionals/ECPs-only – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). UK MiFIR professionals/ECPs-only – Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as amended or modified from time to time (the SFA) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the CMP Regulations 2018), the Issuer has determined and hereby notifies all relevant persons (as defined in section 309A(1) of the SFA) that the Notes are classified as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in the Singapore Monetary Authority (the MAS) Notice SFA 04-N12: Notice on the Sale of Investment Products and the MAS Notice FAA-N16: Notice on Recommendations on Investment Products). 4 None of the Issuer, the Guarantor and the Joint Lead Managers and Joint Bookrunners (which, for this purpose, includes Abu Dhabi Commercial Bank PJSC, First Abu Dhabi Bank PJSC HSBC Bank plc and ING Bank N.V. in their capacities as Joint Green Structurers) make any representation as to (i) the suitability of the securities to fulfil environmental / green criteria required by prospective investors, (ii) whether an equivalent amount will be applied in accordance with the Green Finance Framework to finance and/or refinance in whole or in part in relevant eligible green investments, including their green criteria or (iii) the characteristics of relevant eligible green investments, or businesses to whom an equivalent amount

are applied or invested, including their green characteristics. None of the Joint Lead Managers and Joint Bookrunners has undertaken, nor is responsible for, any assessment of the eligibility criteria, any verification of whether the eligible green investments meet the eligibility criteria, or the monitoring of the use of proceeds. Investors should refer to Mubadala Investment Company's website and second-party opinion for information and should determine for themselves the relevance of the information contained in the Prospectus regarding the use of proceeds (or an amount equal to the same) and its investment in the securities should be based upon such investigation as it deems necessary. Any information on, or accessible through, Mubadala Investment Company's website or any other website mentioned in this pricing term sheet or any website directly or indirectly linked to these websites, and the information in the Guarantor's Green Finance Framework, has not been verified. None of such information, the Guarantor's Green Finance Framework or any second-party opinion provided in respect of the Guarantor's Green Finance Framework or any of the above reports, verification assessments or the contents of any of the above websites are incorporated in, or form part of, the Prospectus or this pricing term sheet and should not be relied upon in connection with making any investment decision with respect to the Notes. In addition, no assurance or representation is given by the Joint Lead Managers and Joint Bookrunners or any other person to investors as to the suitability or reliability for any purpose whatsoever of any opinion, report or certification of any third party in connection with the offering of the Notes. Stabilisation: ICMA/Financial Conduct Authority. Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

Pricing Term Sheet		قائمة أحكام التسعير	
8 November 2023		التاريخ: 8 نوفمبر 2023	
Mamoura Diversified Global Holding PJSC		المعمورة دايفرسيفايد جلوبال هولدينغ ش.م.ع	
AED 750,000,000 5.650 per cent. Notes due 2028 (the "Notes")		سندات بقيمة 750,000,000 درهم إماراتي بفائدة ثابتة 5.650% تستحق عام 2028	
Issuer	MDGH GMTN (RSC) Ltd	إم دي جي اتش - جي إم تي إن (أر اس سي) لميتد	المصدر
Issuer LEI	213800WRY6FRL9IXLT77	213800WRY6FRL9IXLT77	معرف الكيان القانوني للمصدر
Guarantor	Mamoura Diversified Global Holding PJSC	المعمورة دايفرسيفايد جلوبال هولدينغ ش.م.ع	الضامن
Guarantor LEI	231800GR9PMZV1HA6636	231800GR9PMZV1HA6636	معرف الكيان القانوني للضامن
Issue Ratings	AA (Fitch)	AA (Fitch)	تصنيف الإصدار
Type	Senior Unsecured Notes	سندات متقدمة الأولوية ، غير مضمون	نوع السندات
Format	Regulation S, Registered	Regulation S, مسجلة	شكل الإصدار
Currency	AED	درهم إماراتي	العملة
Issue Size	AED 750,000,000	750,000,000 درهم إماراتي	حجم الإصدار
Denominations	AED 500,000 and integral multiples of AED 5,000 in excess thereof	500,000 درهم إماراتي بمضاعفات 5,000 درهم للمبالغ الإضافية	الفئات المحددة
Tenor	5 years	5 سنوات	المدة
Issue Date	15 November 2023	15 نوفمبر 2023	تاريخ الإصدار
Maturity Date	15 November 2028	15 نوفمبر 2028	تاريخ الاستحقاق
Interest Payment Dates	Payable semi-annually in arrear on 15 May and 15 November in each year up to and including the Maturity Date, commencing on 15 May 2024	دفع بشكل نصف سنوي في 15 مايو و15 نوفمبر كل عام حتى تاريخ الاستحقاق، بدءًا من 15 مايو 2024	دفعات الفائدة (مواعيد التوزيع)

Re-offer Yield	5.650 per cent.	%5.650	ربع الإصدار
Coupon	5.650 per cent per annum.	%5.650 سنويا	دفعات الأرباح
Day Count Fraction	30/360 Fixed	30/360 ثابت	عدد الأيام في احتساب الربح
Business Days	London and New York	لندن و نيويورك	أيام العمل
Issue Price	100.00 per cent.	%100.00	سعر الإصدار
Listing	London Stock Exchange	بورصة لندن	الإدراج
Law	English law	القانون الانكليزي	القانون
Clearing	Euroclear and Clearstream Luxembourg	ايروكلير و كلييرستريم, لوكسيمبرغ	المقاصة
Form of the Notes	Registered Global Notes	مسجلة عالميا	شكل السندات
Joint Lead Managers and Joint Bookrunners	Abu Dhabi Commercial Bank Bank of China Limited London Branch First Abu Dhabi Bank HSBC Bank plc Standard Chartered Bank	بنك أبوظبي التجاري ش.م.ع بنك الصين المحدود, فرع لندن بنك أبوظبي الأول بنك إتش إس بي سي إل سي بنك ستاندرد تشارترد	مدراء الاكتتاب الرئيسيين المشاركين
Regulation S ISIN / Common Code	XS2716891796/271689179	XS2716891796/ 271689179	القانون Regulation S رمز الإصدار
Stabilisation	FCA/ICMA	FCA/ICMA	مستوى الاستقرار

Before you invest, you should read the Base Prospectus dated 25 October 2023 (the Prospectus) for more complete information about the Issuer, the Guarantor and this offering. Any dealer participating in the offering will arrange to send you the Prospectus if you request it. This pricing term sheet is qualified in its entirety by reference to the Prospectus prepared in respect of the above issue. The information in this pricing term sheet supplements the Prospectus and supersedes the information therein to the extent that there are any inconsistencies. Before you invest in the Notes, you should read the Prospectus for more information concerning the Issuer, the Guarantor and the Notes. Terms not otherwise defined herein shall have the meanings ascribed to them in the Prospectus. Neither the Notes nor the Guarantee have been or will be registered under the U.S. Securities Act 1933, as amended (the Securities Act), and may not be offered, sold, pledged or otherwise transferred in the United States or to or for the account or benefit of U.S. persons (as such term is defined in Regulation S of the Securities Act (Regulation S)) absent registration or an exemption from, or pursuant to a transaction not subject to, the registration requirements under the Securities Act and applicable state or local securities laws. The Notes are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S. The distribution of this pricing term sheet and the offering in certain jurisdictions may be restricted by law and therefore

persons into whose possession this pricing term sheet comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions could result in a violation of the laws of such jurisdiction. In particular, this pricing term sheet is not for distribution in or into Australia, Canada or Japan. This release is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as relevant persons). The Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this pricing term sheet or any of its contents. Advertisement: This pricing term sheet is an advertisement and is not a prospectus for the purposes of Regulation (EU) No 1129/2017 of the European Parliament and of the Council of 14 June 2017 (as amended) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA). The Prospectus is available, and the applicable Final Terms, when published, will be available 3 CONFIDENTIAL on the website of the London Stock Exchange (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>). UK MiFIR professionals/ECPs-only – Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as amended or modified from time to time (the SFA) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the CMP Regulations 2018), the Issuer has determined and hereby notifies all relevant persons (as defined in section 309A(1) of the SFA) that the Notes are classified as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in the Singapore Monetary Authority (the MAS) Notice SFA 04-N12: Notice on the Sale of Investment Products and the MAS Notice FAA-N16: Notice on Recommendations on Investment Products). Stabilisation: ICMA/Financial Conduct Authority. Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

Pricing Term Sheet		قائمة أحكام التسعير	
11 May 2023		التاريخ: 11 مايو 2023	
Mamoura Diversified Global Holding PJSC		المعمورة دايفرسيفيد جلوبال هولدينغ ش.م.ع	
U.S.\$1,000,000,000 4.375 Per cent. Notes due 2033; U.S.\$500,000,000 5.084 Per cent. Notes due 2053 (the "Notes")		سندات بقيمة 1,000,000,000 دولار أمريكي بفائدة ثابتة 4.375% تستحق عام 2033 سندات بقيمة 500,000,000 دولار أمريكي بفائدة ثابتة 5.084% تستحق عام 2053	
Issuer	MDGH GMTN (RSC) Ltd	إم دي جي اتش - جي إم تي إن (أر اس سي) لميتد	معرف الكيان القانوني للمصدر
Issuer LEI	213800WRY6FRL9IXLT77	213800WRY6FRL9IXLT77	المصدر
Guarantor	Mamoura Diversified Global Holding PJSC	المعمورة دايفرسيفيد جلوبال هولدينغ ش.م.ع	الضامن
Guarantor LEI	231800GR9PMZV1HA6636	231800GR9PMZV1HA6636	معرف الكيان القانوني للضامن
Issue Ratings	Aa2 (Moody's) / AA (Fitch)	Aa2 (Moody's) / AA (Fitch)	تصنيف الإصدار
Type	Senior Unsecured Notes	متقدمة الأولوية ، غير مضمون	نوع السندات
Format	Rule 144A / Regulation S, Registered	Rule 144A / Regulation S مسجل	شكل الإصدار
Currency	U.S. Dollars	دولار أمريكي- \$	العملة
Issue Size	10.5 year: U.S.\$ 1,000,000,000 30-year: U.S. \$500,000,000	10.5 سنوات: 1,000,000,000 دولار أمريكي 30 سنة: 500,000,000 دولار أمريكي	حجم الإصدار
Denominations	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof	\$200,000 دولار أمريكي بمضاعفات \$1,000 دولار أمريكي للمبالغ الإضافية	الفئات المحددة
Tenor	10.5 years 30-years	10.5 سنوات 30 سنة	المدة
Issue Date	11 May 2023	11 مايو 2023	تاريخ الإصدار
Maturity Date	10.5-year: 22 November 2033	10.5 سنوات: 22 نوفمبر 2033	تاريخ الاستحقاق

	30-year: 22 May 2053	30 سنة: 22 مايو 2053	
Interest Payment Dates	Payable semi-annually in arrear on 22 May and 22 November in each year up to and including the Maturity Date, commencing on 22 November 2023	يُدفع نصف سنوياً في 22 مايو و 22 نوفمبر من كل عام حتى و ضمناً من تاريخ الاستحقاق ، الموافق 22 نوفمبر 2023	دفعات الفائدة (مواعيد التوزيع)
Benchmark	10.5-year: UST 3 ½ 02/15/33 30-year: UST 4 11/15/52	10.5 سنوات: معدل الخزينة الأمريكية 3 ½ تستحق في 15 فبراير 2033 30 سنة: معدل الخزينة الأمريكية 4 تستحق في 15 نوفمبر 2052	المؤشر/ المرجع
Benchmark Yield	10.5-year: 3.403 per cent. 30-year: 3.734 per cent.	10.5 سنوات: 3.403% 30 سنة: 3.734%	العائد المرجعي
Re-offer Yield	10.5-year: 4.453 per cent. 30-year: 5.084 per cent.	10.5 سنوات: 4.453% 30 سنة: 5.084%	ربع الإصدار
Re-offer UST Spread	10.5-year: + 105 basis points 30-year: + 135 basis points	10.5 سنوات: + 105 نقطة أساس 30 سنة: + 135 نقطة أساس	هامش الفائدة فوق متوسط مقايضات الدولار الأمريكي
Coupon	10.5-year: 4.375 per cent. per annum 30-year: 5.084 per cent per annum.	10.5 سنوات: 4.375% سنوياً 30 سنة: 5.084% سنوياً	دفعات الأرباح
Day Count Fraction	30/360 Fixed	30/360 ثابت	عدد الأيام في احتساب الربح
Business Days	London and New York	لندن و نيويورك	أيام العمل
Issue Price	Long 10-year: 99.351 per cent. 30-year: 100 per cent.	10.5 سنوات: 99.351% 30 سنة: 100%	سعر الإصدار
Listing	10.5 Year: London Stock Exchange 30 Year: London Stock Exchange and Taipei Exchange	10.5 سنوات: بورصة لندن 30 سنة: بورصة لندن و بورصة تايبيه	الإدراج
Law	English law	القانون الانكليزي	القانون
Clearing	Rule 144A (DTC), Regulation S (Euroclear and Clearstream Luxembourg)	القانون 144A (DTC)	المقاصة

		القانون S Regulation (ايروكليس و كلير ستريم, لوكسيمبرغ)	
Form of the Notes	Registered Global Notes	مسجلة عالميا	شكل السندات
Joint Global Coordinators	Abu Dhabi Commercial Bank PJSC BNP Paribas Citigroup Global Markets Limited First Abu Dhabi Bank PJSC J.P. Morgan Securities plc Standard Chartered Bank	بنك أبو ظبي التجاري ش.م.ع مصرف بي إن بي باريباس سي تي جروب جلوبال ماركتس ليمتد بنك أبوظبي الأول ش.م.ع مورغان للأوراق المالية بنك ستاندرد تشارترد	المنسقون العالميون المشركون
Joint Lead Managers and Joint Bookrunners	10.5-year tranche : Abu Dhabi Commercial Bank PJSC Barclays Bank PLC BNP Paribas Citigroup Global Markets Limited Crédit Agricole Corporate and Investment Bank Emirates NBD Bank PJSC First Abu Dhabi Bank PJSC J.P. Morgan Securities plc Mizuho International plc NATIXIS SMBC Nikko Capital Markets Limited Standard Chartered Bank 30-year tranche : BNP PARIBAS SA, Taipei Branch Citibank Taiwan Limited Crédit Agricole Corporate and Investment Bank, Taipei Branch J.P. Morgan Securities (Taiwan) Limited Standard Chartered Bank (Taiwan) Limited	شريحة 10.5 سنوات: بنك أبو ظبي التجاري ش.م.ع بنك باركليز بي إل سي بي إن بي باريباس سي تي جروب جلوبال ماركتس ليمتد بنك كريديت أجريكول للشركات والاستثمار بنك الإمارات دبي الوطني ش.م.ع بنك أبوظبي الأول ش.م.ع جي بي مورغان للأوراق المالية ميزوهو الدولية بي إل سي ناتيكسيس اس ام بي سي نيكو كابيتال ماركتس المحدودة بنك ستاندرد تشارترد شريحة 30 سنة: بي إن بي باريباس فرع تايبيه بنك سيتي تايوان المحدودة بنك كريديت أجريكول للشركات والاستثمار فرع تايبيه جي بي مورغان سيكيوريتيز (تايوان) المحدودة بنك ستاندرد تشارترد (تايوان) المحدودة	مدراء الاكتتاب الرئيسيين المشاركين
Structuring Agents	30-year: Abu Dhabi Commercial Bank PJSC First Abu Dhabi Bank PJSC Barclays Bank PLC Emirates NBD Bank PJSC Mizuho International Plc NATIXIS	30 سنة: بنك أبو ظبي التجاري ش.م.ع بنك أبوظبي الأول ش.م.ع بنك باركليز بي إل سي بنك الإمارات دبي الوطني ش.م.ع ميزوهو الدولية بي إل سي ناتيكسيس	وكلاء الهيكلية

	SMBC Nikko Capital Markets Limited	اس ام بي سي نيكو كابيتال ماركتس المحدودة	
Rule 144A CUSIP / ISIN / Common Code	10.5-year: 55285G AD6 / US55285GAD60 30-year: 55285G AC8 / US55285GAC87	10.5 سنوات: 55285G AD6 / US55285GAD60 30 سنة: 55285G AC8 / US55285GAC87	القانون 144A CUSIP رمز الإصدار
Regulation S ISIN / Common Code	10.5-year: XS2624479288 / 262447928 30-year: XS2623206187 / 262320618	10.5 سنوات: XS2624479288 / 262447928 30 سنة: XS2600248335 / 260024833	القانون Regulation S رمز الإصدار
Stabilisation	FCA/ICMA	FCA/ICMA	مستوى الاستقرار

Before you invest, you should read the Base Prospectus dated 11 May 2023 (the Prospectus) for more complete information about the Issuer, the Guarantor and this offering. Any dealer participating in the offering will arrange to send you the Prospectus if you request it.

This pricing term sheet is qualified in its entirety by reference to the Prospectus prepared in respect of the above issue. The information in this pricing term sheet supplements the Prospectus and supersedes the information therein to the extent that there are any inconsistencies. Before you invest in the Notes, you should read the Prospectus for more information concerning the Issuer, the Guarantor and the Notes. Terms not otherwise defined herein shall have the meanings ascribed to them in the Prospectus. Neither the Notes nor the Guarantee have been or will be registered under the U.S. Securities Act of 1933, as amended (the Securities Act), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. In the United States, the offer is being made only to persons who are both qualified institutional buyers (QIBs) in reliance on Rule 144A under the Securities Act and "qualified purchasers" (QPs) within the meaning of Section 2(a)(51)(A) of the United States Investment Company Act of 1940, as amended. To non-U.S. persons (as defined in the Securities Act) outside the United States, the offer is being made in accordance with Regulation S under the Securities Act. Prospective purchasers are hereby notified that the sellers or the Issuer and the Guarantor of the Notes may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A of the Securities Act or another available exemption from registration. For a description of these and certain further restrictions on offers, sales and transfers of the Notes and the distribution of the Prospectus and this pricing term sheet, see "Subscription and Sale and Transfer and Selling Restrictions" in the Prospectus. The distribution of this pricing term sheet and the offering in certain jurisdictions may be restricted by law and therefore persons into whose possession this pricing term sheet comes should inform themselves³ about and observe any such

restrictions. Any failure to comply with these restrictions could result in a violation of the laws of such jurisdiction. In particular, this pricing term sheet is not for distribution in or into Australia, Canada or Japan. In addition, this pricing term sheet may only be distributed in the United States to persons reasonably believed to be persons who are both QIBs and QPs. Notes may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. Neither the Issuer nor the Guarantor has registered, and neither intends to register, any portion of the offering in the United States, and neither intends to conduct a public offering of any securities in the United States. Under Rule 15c6-1 of the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act), trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the securities prior to settlement may be required, by virtue of the fact that the securities initially will settle in T+7, to specify any alternate settlement cycle at the time of any such trade to prevent a failed settlement. This release is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as relevant persons). The Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this pricing term sheet or any of its contents.

Advertisement: This pricing term sheet is an advertisement and is not a prospectus for the purposes of Regulation (EU) No 1129/2017 of the European Parliament and of the Council of 14 June 2017 (as amended) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA). The Base Prospectus is available, and the applicable Final Terms, when published, will be available on the website of the London Stock Exchange (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

MiFID II professionals/ECPs-only – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). UK MiFIR professionals/ECPs-only – Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as amended or modified from time to time (the SFA) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the CMP Regulations 2018), the Issuer has determined and hereby notifies all relevant persons (as defined in section 309A(1) of the SFA) that the securities to which this announcement relates are classified as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in the Singapore Monetary Authority (the MAS) Notice SFA 04-N12: Notice on the Sale of Investment Products and the MAS Notice FAA-N16: Notice on Recommendations on Investment Products). Stabilisation: ICMA/Financial Conduct Authority. Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

Pricing Term Sheet		قائمة أحكام التسعير	
18 October 2022		التاريخ: 18 أكتوبر 2022	
MDGH GMTN (RSC) Ltd		إم دي جي اتش - جي إم تي إن (أر اس سي) لميتد	
U.S.\$1,000,000,000 5.500 Per cent. Notes due 2033 (the "Notes")		سندات بقيمة 1,000,000,000 دولار أمريكي بفائدة ثابتة 5.500% تستحق عام 2033	
Issuer	MDGH GMTN (RSC) Ltd	إم دي جي اتش - جي إم تي إن (أر اس سي) لميتد	معرف الكيان القانوني للمصدر
Issuer LEI	213800WRY6FRL9IXLT77	213800WRY6FRL9IXLT77	المصدر
Guarantor	Mamoura Diversified Global Holding PJSC	المعمورة دايفرسيفيد جلوبال هولدينغ ش.م.ع	الضامن
Guarantor LEI	231800GR9PMZV1HA6636	231800GR9PMZV1HA6636	معرف الكيان القانوني للضامن
Issue Ratings	AA by Standard & Poor's and AA by Fitch	AA by Standard & Poor's and AA by Fitch	تصنيف الإصدار
Type	Senior Unsecured Notes	متقدمة الأولوية ، غير مضمون	نوع السندات
Format	Rule 144A / Regulation S	قانون 144A / Regulation S	شكل الإصدار
Currency	U.S. Dollars	دولار أميركي- \$	العملة
Issue Size	U.S.\$1,000,000,000	1,000,000,000 دولار أمريكي	حجم الإصدار
Denominations	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof	\$200,000 دولار أمريكي بمضاعفات \$1,000 دولار أمريكي للمبالغ الإضافية	الفئات المحددة
Tenor	10.5-years	10.5 سنة	المدة
Issue Date	28 October 2022	28 أكتوبر 2022	تاريخ الإصدار
Maturity Date	28 April 2033	28 أبريل 2033	تاريخ الاستحقاق
Interest Payment Dates	28 April and 28 October in arrear, commencing on 28 April 2023	28 أبريل و 28 أكتوبر, تبدأ في 28 أبريل 2023	دفعات الفائدة (مواعيد التوزيع)
Benchmark	US Treasury 2 ¾ due August 2032	معدل الخزانة الأمريكية 2 ¾ تستحق في أغسطس عام 2032	المؤشر/ المرجع

Benchmark Yield	4.031 per cent.	4.031%	العائد المرجعي
Re-offer Yield	5.681 per cent.	5.681%	ربيع الإصدار
Re-offer UST Spread	+ 165 basis points	165 نقطة أساس	هامش الفائدة فوق متوسط مقايضات الدولار الأمريكي
Coupon	5.500 per cent. per annum	5.500% سنويا	دفعات الأرباح
Day Count Fraction	30/360 Fixed	30/360 ثابت	عدد الأيام في احتساب الربح
Business Days	New York and London	لندن و نيويورك	أيام العمل
Issue Price	98.583 per cent.	98.583%	سعر الإصدار
Listing	Dual listed on Taipei Exchange ("TPEX") and London Stock Exchange	مدرجة مزدوجة في بورصة تايبيه ("TPEX") وبورصة لندن	الإدراج
Law	English law	القانون الانكليزي	القانون
Clearing	Rule 144A (DTC), Regulation S (Euroclear and Clearstream Luxembourg)	القانون 144A (DTC) القانون Regulation S (ايروكلير و كليرستريم, لوكسمبرغ)	المقاصة
Form of the Notes	Registered Global Notes	مسجلة عالميا	شكل السندات
Joint Lead Managers and Joint Bookrunners	HSBC Bank (Taiwan) Limited and SG Securities (HK) Limited, Taipei Branch	بنك اتش اس بي سي (تايوان) المحدود إس جي سيكيوريتيز (هونغ كونغ) المحدودة, فرع تايبيه	مدراء الاكتتاب الرئيسيين المشاركين
Structuring Agents	Abu Dhabi Commercial Bank PJSC, Bank of China Limited, London Branch, Emirates NBD Bank, First Abu Dhabi Bank PJSC, Intesa Sanpaolo S.p.A., London Branch, Merrill Lynch International, Mizuho International plc MUFG Securities EMEA plc.	بنك ابوظبي التجاري ش.م.ع بنك الصين المحدود ، فرع لندن بنك الإمارات دبي الوطني بنك أبوظبي الأول ش.م.ع انتيسا سان باولو فرع لندن ميريل لينش الدولية ميزوهو الدولية إم يو أف جي للاوراق المالية	وكلاء الهيكلية

Rule 144A CUSIP / ISIN / Common Code	55285G AB0 / US55285GAB05 / 254762784	55285G AB0 / US55285GAB05 / 254762784	القانون 144A CUSIP رمز الإصدار
Regulation S ISIN / Common Code	XS2546781985 / 254678198	XS2546781985 / 254678198	القانون Regulation S رمز الإصدار
Stabilisation	FCA/ICMA	FCA/ICMA	مستوى الاستقرار

Before you invest, you should read the Base Prospectus dated 18 October 2022 (the "Prospectus") for more complete information about the Issuer, the Guarantor and this offering. Any Bookrunner participating in the offering will arrange to send you the Prospectus if you request it. This pricing term sheet is qualified in its entirety by reference to the Prospectus prepared in respect of the above issue. The information in this pricing term sheet supplements the Prospectus and supersedes the information therein to the extent that there are any inconsistencies. Before you invest in the Notes, you should read the Prospectus for more information concerning the Issuer, the Guarantor and the Notes. Terms not otherwise defined herein shall have the meanings ascribed to them in the Prospectus. Neither the Notes nor the Guarantee have been or will be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. In the United States, the offer is being made only to persons who are both qualified institutional buyers ("QIBs") in reliance on Rule 144A under the Securities Act and "qualified purchasers" ("QPs") within the meaning of Section 2(a)(51)(A) of the United States Investment Company Act of 1940, as amended. To non-U.S. persons (as defined in the Securities Act) outside the United States, the offer is being made in accordance with Regulation S under the Securities Act. Prospective purchasers are hereby notified that the sellers or the Issuer and the Guarantor of the Notes may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A of the Securities Act or another available exemption from registration. For a description of these and certain further restrictions on offers, sales and transfers of the Notes and the distribution of the Prospectus and this pricing term sheet, see "Subscription and Sale and Transfer and Selling Restrictions" in the Prospectus. The distribution of this pricing term sheet and the offering in certain jurisdictions may be restricted by law and therefore persons into whose possession this pricing term sheet comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions could result in a violation of the laws of such jurisdiction. In particular, this pricing term sheet is not for distribution in or into Australia, Canada or Japan. In addition, this pricing term sheet may only be distributed in the United States to persons reasonably believed to be persons who are both QIBs and QPs. Notes may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. Neither the Issuer nor the Guarantor has registered, and neither intends to register, any portion of the offering in the United States, and neither intends to conduct a public offering of any securities in the United States. The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the FIEA) in reliance upon the exemption from the registration requirements since the offering constitutes the small number

private placement as provided for in "ha" of Article 2, Paragraph 3, Item 2 of the FIEA. An investor of the Notes shall not transfer or resell the Notes except where it transfers or resells all the Notes en bloc to one transferee. This pricing term sheet is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as "relevant persons"). The Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this pricing term sheet or any of its contents. Advertisement: This pricing term sheet is an advertisement and is not a prospectus for the purposes of Regulation (EU) No 1129/2017 of the European Parliament and of the Council of 14 June 2017 (as amended) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"). The Base 4 RESTRICTED Prospectus is available, and the applicable Final Terms, when published, will be available on the website of the London Stock Exchange (<http://www.londonstockexchange.com/exchange/news/market-news/marketnews-home.html>). The Bookrunners are not responsible for providing or arranging for the provision of any general financial, strategic or specialist advice, including legal, regulatory, accounting, model auditing or taxation advice or services or any other services in relation to the transaction and/or any related securities described herein. The Bookrunners are acting solely in the capacity of arms' length contractual counterparty and not as adviser, agent or fiduciary to any person. The Bookrunners accept no liability whatsoever to the fullest extent permitted by law for any losses (including any consequential losses) arising from the use of this pricing term sheet or reliance on the information contained herein. Any person considering an investment in securities should consult their own independent advisers. MiFID II professionals/ECPs-only – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). UK MiFIR professionals/ECPs-only – Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the "SFA") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "CMP Regulations 2018"), the Issuer has determined and hereby notifies all relevant persons (as defined in section 309A(1) of the SFA) that the securities to which this announcement relates are classified as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in the Singapore Monetary Authority (the MAS) Notice SFA 04-N12: Notice on the Sale of Investment Products and the MAS Notice FAA-N16: Notice on Recommendations on Investment Products). Stabilisation: ICMA/Financial Conduct Authority. Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

REPUBLIC OF CHINA (ROC) TAXATION The following summary of certain taxation provisions under ROC law is based on current law and practice and that the Notes will be issued, offered, sold and re-sold, directly or indirectly, to professional investors as defined under Paragraph 1 of Article 2-1 of the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds of the ROC only. It does not purport to be comprehensive and does not constitute legal or tax advice. Investors (particularly those subject to special tax rules, such as banks, dealers, insurance companies and tax-exempt entities) should consult with their own tax advisers regarding the tax consequences of an

investment in the Notes. Investors should appreciate that, as a result of changing law or practice, the tax consequences may be otherwise than as stated below.

In general, the sale of corporate bonds or interest on the Notes. As the Issuer of the Notes is not an ROC statutory tax withholding, there is no ROC withholding tax on the interest or deemed interest to be paid by the Issuer on the Notes. Payments of any interest or deemed interest under the Notes to an ROC individual holder are not subject to ROC income tax as such payments received by him/her are not considered to be ROC sourced income. However, such holder must include the interest or deemed interest in calculating his/her basic income for the purpose of calculating his/her alternative minimum tax (AMT), unless the sum of the interest or deemed interest and other non-ROC sourced income received by such holder and the person(s) who is (are) required to jointly file the tax return in a calendar year is below \$1 million New Taiwan Dollars (NT\$). If the amount of the AMT exceeds the annual income tax calculated pursuant to the ROC Income Basic Tax Act (also known as the AMT Act), the excess becomes such holder's AMT payable. ROC corporate holders must include any interest or deemed interest receivable under the Notes as part of their taxable income and pay income tax at a flat rate of 20 per cent. (unless the total taxable income for a fiscal year is NT\$120,000 or under), as they are subject to income tax on their worldwide income on an accrual basis. The AMT is not applicable.

Sale of the Notes

ROC SETTLEMENT AND TRADING In general, the sale of corporate bonds or financial bonds is subject to 0.1 per cent. securities transaction tax (STT) on the transaction price. However, Article 2-1 of the ROC Securities Transaction Tax Act prescribes that STT will cease to be levied on the sale of corporate bonds and financial bonds from 1 January 2010 to 31 December 2026. Therefore, the sale of the Notes will be exempt from STT if the sale is conducted on or before 31 December 2026. Starting from 1 January 2027, any sale of the Notes will be subject to STT at 0.1 per cent. of the transaction price, unless otherwise provided by the tax laws that may be in force at that time. Capital gains generated from the sale of bonds are exempt from income tax. Accordingly, ROC individual and corporate holders are not subject to income tax on any capital gains generated from the sale of the Notes. In addition, ROC individual holders are not subject to AMT on any capital gains generated from the sale of the Notes. However, ROC corporate holders should include the capital gains in calculating their basic income for the purpose of calculating their AMT. If the amount of the AMT exceeds the annual income tax calculated pursuant to the ROC Income Basic Tax Act (also known as the AMT Act), the excess becomes the ROC corporate holders' AMT payable. Capital losses, if any, incurred by such holders could be carried over 5 years to offset against capital gains of same category of income for the purposes of calculating their AMT. Non-ROC corporate holders with a fixed place of business (e.g., a branch) or a business agent in the ROC are not subject to income tax on any capital gains generated from the sale of the Notes. However, their fixed place of business or business agent should include any such capital gains in calculating their basic income for the purpose of calculating AMT. As to non-ROC corporate holders without a fixed place of business and a business agent in the ROC, they are not subject to income tax or AMT on any capital gains generated from the sale of the Notes.

ROC SETTLEMENT AND TRADING

ROC SELLING RESTRICTION The Issuer has not entered into any settlement agreement with Taiwan Depository & Clearing Corporation (TDCC) and has no intention to do so. In the future, if the Issuer enters into a settlement agreement with TDCC, an investor, if it has a securities book-entry account with an ROC

securities broker and a foreign currency deposit account with an ROC bank, may settle the Notes through the account of TDCC with Euroclear or Clearstream, Luxembourg if it applies to TDCC (by filing in a prescribed form) to transfer the Notes in its own account with Euroclear or Clearstream, Luxembourg to such TDCC account with Euroclear or Clearstream, Luxembourg for trading in the domestic market or vice versa for trading in overseas markets. For settlement through TDCC, TDCC will allocate the respective Notes position to the securities book-entry account designated by such investor in the ROC. The Notes will be traded and settled pursuant to the applicable rules and operating procedures of TDCC and the TPEX as domestic bonds. For such investors who hold their interest in the Notes through an account opened and held by TDCC with Euroclear or Clearstream, Luxembourg, distributions of principal and/or interest for the Notes to such holders may be made by payment services banks whose systems are connected to TDCC to the foreign currency deposit accounts of the holders. Such payment is expected to be made on the second Taiwanese business day following TDCC's receipt of such payment (due to time difference, the payment is expected to be received by TDCC one Taiwanese business day after the distribution date). However, when 6 RESTRICTED the holders actually receive such distributions may vary depending upon the daily operations of the ROC banks with which the holder has the foreign currency deposit account.

ROC SELLING RESTRICTION

The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly to investors other than "professional investors" as defined under Paragraph 1 of Article 2-1 of the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds of the Republic of China. Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to the aforementioned professional investor. In the context of any offering of securities, HSBC and Societe Generale and other intermediaries are "capital markets intermediaries" (CMIs) subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (Code).

Associated Orders and Proprietary Orders

Prospective investors who are the directors, employees or major shareholders of the Issuer/Guarantor (or equivalent, the Issuer), HSBC and Societe Generale or our group companies will be considered as having an association with the Issuer, us or our relevant group company. Prospective investors associated with the Issuer or us (including our group companies) should specifically disclose whether they have any such association to HSBC and Societe Generale (and we may be required to pass such information to the Issuer and certain other CMIs) when placing an order for such securities and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the offering. Prospective investors who do not disclose their associations are deemed not to be so associated. Where prospective investors disclose such associations but do not disclose that such order may negatively impact the price discovery process in relation to the offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the offering. If an investor is an asset management arm affiliated with HSBC and Societe Generale, such prospective investor should indicate when placing an order if it is for a fund or portfolio where HSBC and Societe Generale or its group company has more than 50% interest, in which case it will be classified as a "proprietary order" and subject to appropriate handling by CMIs in accordance with the Code and should disclose, at the same time, if such "proprietary order" may negatively impact the price discovery process in relation to the offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is

not such a “proprietary order”. If a prospective investor is otherwise affiliated with HSBC and Societe Generale such that its order may be considered to be a “proprietary order” (pursuant to the Code), such prospective investor should indicate to HSBC and Societe Generale when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to the offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to the offering.

Order Book Transparency

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed with HSBC and Societe Generale are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMI's). In addition, any other CMI's (including Private Banks) submitting orders with HSBC and Societe Generale should disclose the identities of all investors when submitting orders with us. When placing an order, Private Banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private Banks who do not provide such disclosure are hereby deemed to be placing their order on such a “principal” basis. Otherwise, such order may be considered 7 RESTRICTED to be an omnibus order (see further below) pursuant to the Code. Private Banks should be aware that placing an order on a “principal” basis may require HSBC and Societe Generale to apply the “proprietary orders” requirements of the Code to such order and will require HSBC and Societe Generale to apply the “rebates” requirements of the Code to such order. In the case of omnibus orders placed with HSBC and Societe Generale, CMI's (including Private Banks) should, at the same time, provide underlying investor information (name and unique identification number) in the format and to the relevant recipients indicated to you by HSBC and Societe Generale at the relevant time. Failure to provide such information may result in that order being rejected. In sharing such underlying investor information, which may be personal and/or confidential in nature, you should (i) take appropriate steps to safeguard the transmission of such information; (ii) are deemed to have obtained the necessary consents to disclose such information; and (iii) are deemed to have authorized the collection, disclosure, use and transfer of such information by HSBC and Societe Generale and/or any other third parties as may be required by the Code. In addition, prospective investors should be aware that certain information may be disclosed by us and other CMI's which is personal and/or confidential in nature to the prospective investor. By placing an order with us, prospective investors are deemed to have authorised the collection, disclosure, use and transfer of such information by HSBC and Societe Generale to the Issuer, certain other CMI's, relevant regulators and/or any other third parties as may be required by the Code, it being understood and agreed that such information shall only be used in connection with the relevant offering.

Rebates and Preferential Treatment

The terms and conditions of the relevant offering will be set out in full in the applicable offering document(s), pricing supplement or equivalent document. Prospective investors should be aware that a rebate, including a rebate to Private Banks for orders they place, may be payable upon closing of the offering based on the principal amount of the securities distributed by such Private Banks. If the applicable offering document(s), pricing supplement or equivalent document discloses any such rebate (including a

rebate to Private Banks), prospective investors should contact their usual HSBC and Societe Generale Sales contact for further details, including the details required to be provided to prospective investors pursuant to Paragraph 21.3.7(b) of the Code. CMIs (including Private Banks) should not offer any rebates to prospective investor clients or pass on any rebates provided by the Issuer to prospective investors nor enter into any arrangements which may result in prospective investors paying different prices for the securities

Pricing Term Sheet		قائمة أحكام التسعير	
25 March 2022		التاريخ: 25 مارس 2022	
MDGH GMTN (RSC) Ltd		إم دي جي اتش - جي إم تي إن (أر اس سي) لميتد	
U.S.\$ 500,000,000 3.000 Per cent. Notes due 2027; U.S.\$1,000,000,000 3.375 Per cent. Notes due 2032 (the "Notes")		سندات بقيمة 500,000,000 دولار أمريكي بفائدة ثابته 3.000% تستحق عام 2027 سندات بقيمة 1,000,000,000 دولار أمريكي بفائدة ثابته 3.375% تستحق عام 2032	
Issuer	MDGH GMTN (RSC) Ltd	إم دي جي اتش - جي إم تي إن (أر اس سي) لميتد	المصدر
Guarantor	Mamoura Diversified Global Holding PJSC	المعمورة المتنوعة العالمية القابضة ش.م.ع	الضامن
Issuer LEI	213800WRY6FRL9IXLT77	213800WRY6FRL9IXLT77	معرف الكيان القانوني للمصدر
Issue Ratings	AA by Standard & Poor's and AA by Fitch	AA by Standard & Poor's and AA by Fitch	تصنيف الإصدار
Type	Senior Unsecured Notes	متقدمة الأولوية ، غير مضمون	نوع السندات
Format	Regulation S	Regulation S	شكل الإصدار
Currency	U.S. Dollars	دولار أميركي- \$	العملة
Issue Size	5-year: U.S.\$ 500,000,00 10-year: U.S.\$1,000,000,000	5 سنوات: 500,000,000 دولار أمريكي 10 سنوات: 1,000,000,000 دولار أمريكي	حجم الإصدار
Denominations	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof	\$200,000 دولار أمريكي و \$1,000 دولار أمريكي للمبالغ الإضافية	الفئات المحددة
Tenor	5-years 10-years	5 سنوات 10 سنوات	المدة
Issue Date	28 March 2022	28 مارس 2022	تاريخ الإصدار
Maturity Date	5-year: 28 March 2027 10-year: 28 March 2032	5 سنوات: 28 مارس 2027 10 سنوات : 28 مارس 2032	تاريخ الاستحقاق

Interest Payment Dates	28 March and 28 September in each year up to and including the Maturity Date	28 مارس و 28 سبتمبر من كل عام حتى تاريخ الاستحقاق	دفعات الفائدة (مواعيد التوزيع)
Benchmark	5-year: US Treasury 1 7/8 due February 2027 10-year: US Treasury 1 7/8 due February 2032	5 سنوات: معدل الخزينة الأمريكية 1 7/8 % تستحق في مارس عام 2027 10 سنوات: معدل الخزينة الأمريكية 1 7/8 % تستحق في مارس عام 2032	المؤشر/ المرجع
Benchmark Yield	5-years: 2.29 per cent. 10-years: 2.273 per cent.	5 سنوات: 2.29 % 10 سنوات: 2.273 %	العائد المرجعي
Re-offer Yield	5-years: 3.090 per cent. 10-years: 3.473 per cent.	5 سنوات: 3.090 % 10 سنوات: 3.473 %	ربح الإصدار
Re-offer UST Spread	5-years: UST + 80.0 basis points 10-years: UST + 120 basis points	5 سنوات: 80 نقطة أساس 10 سنوات: 120 نقطة أساس	هامش الفائدة فوق متوسط مقايضات الدولار الأمريكي
Coupon	5-years: 3.000 per cent. / semi-annual 10-years: 3.375 per cent. / semi-annual	5 سنوات: 3.000 % مستحقة الدفع نصف سنوية 10 سنوات: 3.375 % مستحقة الدفع نصف سنوية	دفعات الأرباح
Day Count Fraction	30/360 Fixed	30/360 ثابت	عدد الأيام في احتساب الربح
Business Days	New York and London	لندن و نيويورك	أيام العمل
Issue Price	5-years: 99.586 per cent. 10-years: 99.178 per cent.	5 سنوات: 99.586 % 10 سنوات: 99.178 %	سعر الإصدار
Listing	London Stock Exchange	بورصة لندن	الإدراج
Law	English law	القانون الانكليزي	القانون
Clearing	Regulation S (Euroclear and Clearstream Luxembourg)	القانون S Regulation (يروكلير و كلبيير ستريم, لوكسيمبرغ)	المقاصة
Form of the Notes	Registered Global Notes	مسجلة عالميا	شكل السندات

Joint Lead Managers and Joint Bookrunners	Abu Dhabi Commercial Bank BofA Securities First Abu Dhabi Bank HSBC IMI – Intesa Sanpaolo MUFG Société Générale	بنك أبو ظبي التجاري بنك أوف أميركا للأوراق المالية بنك أبوظبي الأول إتش إس بي سي اينتيسا سانباولو إم يو اف جيه سوسيتيه جنراليس	مدراء الاكتتاب الرئيسيين المشاركين
ISIN / Common Code	5-years: XS2455985569 / 245598556 10-years: XS2455984679 / 245598467	5 سنوات: XS2455985569 / 245598556 10 سنوات: XS2455984679 / 245598467	رمز الإصدار
Stabilisation	FCA/ICMA	FCA/ICMA	مستوى الاستقرار

MiFID II professionals/ECPs-only- Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No sales to retail in EEA.

UK MiFIR professionals/ECPs-only – Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No sales to retail in the United Kingdom.

Each of HSBC Bank plc, Merrill Lynch International and MUFG Securities EMEA plc is authorised and supervised by the United Kingdom Prudential Regulation Authority and is subject to regulation by the United Kingdom Financial Conduct Authority and the United Kingdom Prudential Regulation Authority. Each of Abu Dhabi Commercial Bank and First Abu Dhabi Bank PJSC is regulated by the Central Bank of the UAE. Société Générale is a French credit institution (bank) that is authorised and supervised by the European Central Bank (ECB) and the Autorité de Contrôle Prudentiel et de Résolution (ACPR) (the French Prudential Control and Resolution Authority) and regulated by the Autorité des marchés financiers (AMF) (the French financial markets regulator). Société Générale, London Branch is authorised by the United Kingdom Prudential Regulation Authority and is subject to regulation by the United Kingdom Financial Conduct Authority and limited regulation by the United Kingdom Prudential Regulation Authority. IMI - Intesa Sanpaolo is an Italian regulated entity authorised and supervised by the Bank of Italy, Consob and to a limited extent by the FCA and the Prudential Regulation Authority.

In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the SFA) and the Securities and Futures (Capital Markets Products) Regulations 2018 (the CMP Regulations 2018),

MDGH GMTN (RSC) Ltd (as issuer) has determined and hereby notifies all relevant persons (as defined in section 309A(1) of the SFA) that the securities to which this announcement relates are classified as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in the Singapore Monetary Authority (the MAS) Notice SFA 04-N12: Notice on the Sale of Investment Products and the MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

This announcement is not an offer of securities for sale, or a solicitation of an offer to buy securities, in the United States or any other jurisdiction where to do so would be unlawful. Neither the securities to which this announcement relates nor the guarantee thereof have been, nor will be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to or for the account or benefit of U.S. persons (as such term is defined in Regulation S under the Securities Act) absent registration or an exemption from, or pursuant to a transaction not subject to, the registration requirements under the Securities Act and such offer or sale is made in accordance with all applicable securities laws of any state of the United States. There will be no public offer of securities in the United States.

This announcement is an advertisement and not a prospectus for the purposes of the Prospectus Regulation. The prospectus and the supplement thereto is, and the Final Terms, when published, will be, available on the website of the London Stock Exchange (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

The information contained herein shall not constitute or form part of any offer to sell or solicitation of an offer to buy, nor shall there be any sale of the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction.

This announcement is directed only at persons (i) who are outside the United Kingdom or (ii) who are in the United Kingdom and are (A) investment professionals falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "order") or (B) persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the order or (C) other persons to whom this announcement may otherwise lawfully be directed without contravention of section 21 of the Financial Services and Markets Act 2000 (all such persons together being referred to as "relevant persons"). This announcement must not be acted on or relied on by persons who are not relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

The Securities may only be offered and sold in Hong Kong to professional investors, as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the "SFO") and any rules made under the SFO.

A RATING IS NOT A RECOMMENDATION TO BUY, SELL OR HOLD SECURITIES AND MAY BE SUBJECT TO REVISION, SUSPENSION OR WITHDRAWAL AT ANY TIME BY THE ASSIGNING RATING ORGANISATION. SIMILAR RATINGS FOR DIFFERENT TYPES OF ISSUERS AND ON DIFFERENT TYPES OF SECURITIES DO NOT NECESSARILY MEAN THE SAME THING. THE SIGNIFICANCE OF EACH RATING SHOULD BE ANALYSED INDEPENDENTLY FROM ANY OTHER RATING.