

Abu Dhabi Securities Exchange Group Chief Executive Officer Resolution No.(08) Of 2025 Concerning the Listing of Abu Dhabi Developmental Holding Company (ADQ) Bonds

قرار الرئيس التنفيذي لمجموعة سوق أبو ظبي للأوراق المالية رقم (08) لسنة 2025 بشأن إدراج سندات شركة أبو ظبي التنموية القابضة

Subject to Article No. (38) Of the Abu Dhabi Securities Exchange's Listing and Disclosure Rules. The following has been decided:

استناداً لأحكام المادة رقم (38) من قواعد الإدراج والإفصاح لسوق أبو ظبي للأوراق المالية، تقرر الآتي:

Article (1)

مادة (1)

Listing of Abu Dhabi Developmental Holding Company Bonds, total amount of USD 2,000,000,000 in two tranches as per the attached pricing term sheet, starting Thursday 3rd of July 2025.

تُدرج السندات الصادرة عن شركة أبو ظبي التنموية القابضة (ش.م.ع) بقيمة اجمالية 2,000,000,000 دولار أمريكي من شريحتين وفق أحكام التسعير المرفقة وذلك اعتباراً من يوم الخميس الموافق 2025/07/03.

Article (2)

مادة (2)

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

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

Article (3)

مادة (3)

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

يُعمم هذا القرار على جميع إدارات السوق والوسطاء المعتمدين لدى السوق، وترسل نسخة منه إلى هيئة الأوراق المالية والسلع، شركة أبو ظبي للإيداع وشركة أبو ظبي للمقاصة، ويعمل به اعتباراً من تاريخ صدوره.

Abdulla Salem Alnuaimi

Group Chief Executive Officer
Abu Dhabi Securities Exchange

Date: 30/06/2025




سوق أبوظبي للأوراق المالية
Abu Dhabi Securities Exchange

عبد الله سالم النعيمي

الرئيس التنفيذي لمجموعة
سوق أبو ظبي للأوراق المالية

التاريخ: 2025/06/30

Pricing Term Sheet		قائمة أحكام التسعير	
29 April 2025		التاريخ: 29 أبريل 2025	
Abu Dhabi Developmental Holding Company PJSC		شركة أبوظبي التنموية القابضة ش.م.ع	
USD 1,000,000,000 4.500 per cent. Notes due 2030; USD 1,000,000,000 5.000 per cent. Notes due 2035; (the "Notes")		سندات بقيمة 1,000,000,000 دولار أمريكي بفائدة ثابتة 4.500% ;تستحق عام 2030 سندات بقيمة 1,000,000,000 دولار أمريكي بفائدة ثابتة 5.000% ;تستحق عام 2035	
Issuer	Abu Dhabi Developmental Holding Company PJSC	شركة أبوظبي التنموية القابضة ش.م.ع	المصدر
Issuer LEI	254900G082ZFKTCR2Q75	254900G082ZFKTCR2Q75	معرف الكيان القانوني للمصدر
Issuer Ratings	Aa2 (Moody's), AA (Fitch)	Aa2 (Moody's), AA (Fitch)	تصنيف المصدر
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	قانون 144A / Regulation S	شكل الإصدار
Currency	US Dollars	دولار أمريكي	العملة
Issue Size	5-year: USD 1,000,000,000 10-year: USD 1,000,000,000	5 سنوات: 1,000,000,000 دولار أمريكي 10 سنوات: 1,000,000,000 دولار أمريكي	حجم الإصدار
Denominations	USD 200,000 and integral multiples of USD 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	6 May 2025	6 مايو 2025	تاريخ الإصدار
Maturity Date	5-year: 6 May 2030 10-year: 6 May 2035	5 سنوات: 6 مايو 2030 10 سنوات: 6 مايو 2035	تاريخ الاستحقاق
Interest Payment Dates	6 May and 6 November in each year up to and including the Maturity Date, commencing on 6 November 2025	6 مايو 6 نوفمبر من كل عام حتى تاريخ الاستحقاق، بدءًا من 6 نوفمبر 2025	دفعات الفائدة (مواعيد التوزيع)
Benchmark	5-year: UST 3.875% Apr-30 10-year: UST 4.625% Feb-35	5 سنوات: معدل الخزينة الأمريكية 3.875% تستحق في أبريل 2030	المرجع/المؤشر

		10 سنوات: معدل الخزينة الأمريكية 4.625% تستحق في فبراير 2035	
Benchmark Yield	5-year: 3.785 per cent. 10-year: 4.179 per cent.	5 سنوات: 3.785% 10 سنوات: 4.179%	العائد المرجعي
Re-offer UST Spread	5-year: +85 basis points 10-year: +95 basis points	5 سنوات: +85 نقطة أساس 10 سنوات: +95 نقطة أساس	هامش الفائدة فوق متوسط مقايضات الدولار الأمريكي
Re-offer Yield	5-year: 4.635% per cent. 10-year: 5.129 per cent.	5 سنوات: 4.635% 10 سنوات: 5.129%	ربح الإصدار
Coupon	5-year: 4.500 per cent. 10-year: 5.000 per cent.	5 سنوات: 4.500% 10 سنوات: 5.000%	دفعات الأرباح
Day Count Fraction	30/360	30/360	عدد الأيام في احتساب الربح
Issue Price	5-year: 99.404 per cent. 10-year: 99.001 per cent.	5 سنوات: 99.404% 10 سنوات: 99.001%	سعر الإصدار
Listing	London Stock Exchange (Main Market)	بورصة لندن (السوق الرئيسي)	الإدراج
Law	English law	القانون الانكليزي	القانون
Clearing	Rule 144A (DTC), Regulation S (Euroclear and Clearstream Luxembourg)	(DTC) 144A القانون القانون S Regulation (ايروكلير و كليرستريم, لوكسمبرغ)	المقاصة
Form of the Notes	Registered Global Notes	مسجلة عالميا	شكل السندات
Active Joint Lead Managers and Active Bookrunners	Abu Dhabi Commercial Bank PJSC, Barclays Bank Plc, Citigroup Global Markets Limited, Emirates NBD Capital Limited, HSBC Bank plc, Industrial and Commercial Bank of China Limited (represented by Industrial and Commercial Bank of China Limited, Dubai (DIFC) Branch and ICBC Standard Bank Plc), Intesa Sanpaolo S.p.A., London Branch	بنك أبوظبي التجاري ش.م.ع، بنك باركليز بي إل سي، سي تي جروب جلوبال ماركتس المحدودة، الإمارات دبي الوطني كابيتال المحدودة، بنك إتش إس بي سي بي إل سي، البنك الصناعي والتجاري الصيني المحدود (يمثله البنك الصناعي والتجاري الصيني المحدود، فرع دبي (مركز دبي المالي العالمي) وبنك أي سي بي سي ستاندرد بي إل سي) وبنك إنتيسا سان باولو إس.بي.إيه، فرع لندن	مدراء الاكتتاب المشتركين النشطون
Passive Bookrunner	First Abu Dhabi Bank PJSC	بنك أبو ظبي الأول ش.م.ع	مدير الاكتتاب

Rule 144A CUSIP / ISIN/ Common Code	5-year: 00402AAA9 / US00402AAA97 / 306388002 10-year: 00402AAB7 / US00402AAB70 / 306388045	5 سنوات: 00402AAA9 / US00402AAA97 / 306388002 10 سنوات: 00402AAB7 / US00402AAB70 / 306388045	القانون 144A CUSIP ورقم التعريف الدولي للأوراق المالية و رمز الإصدار
Regulation S ISIN / Common Code	5-year: XS3061310101 / 306131010 10-year: XS3061312909 / 306131290	5 سنوات: XS3061310101 / 306131010 10 سنوات: XS3061312909 / 306131290	القانون Regulation S رقم التعريف الدولي للأوراق المالية و رمز الإصدار
Stabilisation	FCA/ICMA	FCA/ICMA	مستوى الاستقرار

Before you invest, you should read the Base Prospectus dated 29 April 2025 (the "**Prospectus**") for more complete information about the Issuer 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 and the Notes. Terms not otherwise defined herein shall have the meanings ascribed to them in the Prospectus.

The Notes have not been and will not 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 or to, or for the account or benefit of, U.S. persons (within the meaning of Regulation S under the Securities Act) 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. The offer is being made only to persons who are (i) both "qualified institutional buyers" (QIBs) as defined in and 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 (the "**Investment Company Act**") or (ii) non-U.S. persons in "offshore transactions" as defined in and in reliance on Regulation S under the Securities Act. Prospective purchasers are hereby notified that the sellers or the Issuer 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. The Issuer has not registered and neither intends to register as an investment company under the Investment Company Act, in reliance on the exemption provided by Section 3(c)(7) thereof. 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.

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.

absent registration or an exemption from registration under the Securities Act. The Issuer has not registered,
offering of any securities in the United States.

-1 of the U.S. Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in one business day, 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+5, to specify any alternate settlement cycle at the time of any such trade to prevent a failed settlement.

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 falling within Article 49(2)(a) to (d) of the Order and other persons to whom it may lawfully be communicated (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.

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>).

-only – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels).

-only – Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels).

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).

Notes and may retain, purchase or sell such Notes and any other securities of the Issuer or related investments and may offer or sell such securities or other investments otherwise than in connection with the offering of the Notes. The Joint Lead Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so. In addition, each of the Joint Lead Managers and their respective subsidiaries and affiliates may perform

services for, or solicit business from, the Issuer or members of the Issuer's group, may make markets in the securities of such persons and/or have a position or effect transactions in such securities.

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