

28 August 2025

28 أغسطس 2025

Disclosures and Compliance Section
Market Operations & Surveillance
Abu Dhabi Securities Exchange
Abu Dhabi, UAE

السادة/ قسم الإفصاح والامتثال المحترمين،،،
إدارة العمليات والرقابة
سوق أبوظبي للأوراق المالية
أبوظبي، الإمارات العربية المتحدة

Greetings,

تحية طيبة وبعد،،،

Subject: General disclosure regarding a press release

الموضوع: افصاح عام بخصوص بيان صحفي

We hereby attach the press release issued by Abu Dhabi National Oil Company (ADNOC) PJSC ("ADNOC"), the current majority shareholder of ADNOC Logistics & Services plc.

مرفق البيان الصحفي الصادر عن شركة بترول أبوظبي الوطنية (أدنوك) ش.م.ع. ("أدنوك")، بصفتها المساهم المالك لحصة الأغلبية في شركة أدنوك للإمداد والخدمات بي.إل.سي.

Yours sincerely,

وتفضلوا بقبول فائق الاحترام والتقدير،



Abdulkareem Mubarak Almessabi / عبد الكريم مبارك المصعبي
Chief Executive Officer / الرئيس التنفيذي

Copy to: Securities and Commodities Authority (SCA)

نسخة إلى: السادة/هيئة الأوراق المالية والسلع المحترمين

**Media Release:**

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ADNOC Successfully Completes \$317 Million Institutional Placement of ADNOC L&S Shares

Placement of c.3% in ADNOC L&S priced at AED 5.25 per share, at the tightest discount for a secondary sell-down in the region¹

Accelerated bookbuild witnessed exceptional investor demand of c.\$2.2 billion and an oversubscription level of c.7x, being among the highest seen in a secondary sell-down in the region

ADNOC L&S's free float will increase to c.22% with ADNOC retaining majority control and continuing to support the Company's ambitious growth plans

Offering reinforces ADNOC's continued focus on driving long-term shareholder value and execution of its strategy to achieve MSCI index inclusion of its listed portfolio companies

1. Source: Dealogic as of 28th August 2025 (secondary ABB's greater than \$100m since 2020 in the Kingdom of Saudi Arabia and UAE)



Abu Dhabi, UAE – August 28, 2025: Abu Dhabi National Oil Company (ADNOC) PJSC (ADNOC), announced today that it has successfully completed the pricing of a placement to institutional investors of approximately 222 million shares in ADNOC Logistics & Services plc (ADNOC L&S or the Company) (ISIN: AEE01268A239) (ADX Symbol: ADNOCLS). This represents c.3% of ADNOC Logistics & Services total issued and outstanding share capital and will increase the Company's free float to c.22%.

The Offering received exceptional demand from institutional investors in the GCC and internationally, with oversubscription levels of c.7x during an accelerated bookbuild of approximately four hours, which is among the highest seen in a secondary sell-down in the region. The Offering was priced at AED 5.25 per share, at the tightest discount for a secondary sell-down in the region¹.

ADNOC continues to see significant growth potential in ADNOC L&S given its strong strategic and operating momentum. The Company's half-year 2025 financial results, published on August 12, 2025, saw it report revenue and earnings growth above market expectations, with EBITDA reaching \$744 million in H1 2025, having doubled since the time of its IPO to reach \$1.15 billion in 2024. ADNOC L&S also upgraded its full-year guidance and announced a 5% increase to the full-year dividend, in line with the dividend policy set out at the time of the Company's IPO. ADNOC, as ultimate beneficiary, will retain a c.78% stake in the Company and has agreed to a 6-month share sale lock up, restricting it from selling additional shares in ADNOC L&S for a period of six months from the closing date of the Offering, subject to customary carve outs.

Khaled Al Zaabi, Group Chief Financial Officer, ADNOC, said: "Following exceptional demand from both local and international investors, with oversubscription levels of approximately 7x during an accelerated bookbuild of just four hours, we are delighted to announce the successful completion of our \$317 million institutional placement of ADNOC L&S shares. This Offering reinforces our commitment to delivering long-term value for shareholders and supports the execution of our broader strategy to achieve index inclusion of our listed companies. As a result of the placement, ADNOC L&S's free float will increase from c.19% to c.22%, improving its trading liquidity, further diversifying the Company's shareholder base and providing a clear pathway towards MSCI index inclusion. As majority owner, ADNOC remains fully committed to supporting the Company to deliver its ambitious growth plans, with continued focus on unlocking long-term, sustainable value for all shareholders."

¹ Source: Dealogic as of 28th August 2025 (secondary ABB's greater than \$100m since 2020 in Kingdom of Saudi Arabia and UAE)



ADNOC believes an increase in ADNOC L&S's free float will provide a pathway to possible inclusion in the MSCI Emerging Market Index, which may take place as early as the next quarterly review, subject to ADNOC L&S meeting all the relevant inclusion criteria. If ADNOC L&S is included in the MSCI index, it is expected to contribute to the diversification of the Company's investor base and further strengthen awareness of its unique value proposition.

First Abu Dhabi Bank PJSC, J.P. Morgan Securities plc, International Securities LLC, BOCI Asia Limited and China International Capital Corporation Hong Kong Securities Limited are acting as Joint Global Coordinators and Joint Bookrunners for the Offering.

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About ADNOC

ADNOC is a leading diversified energy and petrochemicals group wholly owned by the Emirate of Abu Dhabi. ADNOC's objective is to maximize the value of the Emirate's vast hydrocarbon reserves through responsible and sustainable exploration and production to support the United Arab Emirates' economic growth and diversification. To find out more, visit: www.adnoc.ae

Contact:

For media enquiries, please contact media@adnoc.ae

For investor relations enquiries, please contact IR@adnoc.ae

About ADNOC Logistics & Services

ADNOC Logistics & Services Plc, listed on the Abu Dhabi Securities Exchange (ADX symbol ADNOCLS / ISIN AEE01268A239) is a global energy maritime logistics company based in Abu Dhabi. Through its three business units – Integrated Logistics, Shipping and Services – ADNOC L&S delivers energy products and solutions to more than 100 customers in over 50 countries. ADNOC L&S' key subsidiaries include Zakher Marine International Holdings (100% ownership), an Abu Dhabi-based owner and operator of offshore support vessels; and Navig8 (80% ownership), a global ship owner and commercial pools operator also offering bunkering and ship management solutions.

Cautionary statement on forward-looking information

This news release contains forward-looking statements about ADNOC and ADNOC L&S that are based on management's current expectations, estimates and projections about the

petroleum, chemicals and other related industries. Words or phrases such as “believes”, “expects”, “may”, “will”, “could”, “should”, “shall”, “risk”, “intends”, “estimates”, “aims”, “plans”, “predicts”, “continues”, “assumes”, “positioned” or “anticipates” or the negative thereof, other variations thereon or comparable terminology or by discussions of financial condition, prospects, capital resources, strategy, plans, objectives, goals, future events or intentions. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, many of which are beyond the control of ADNOC and/or ADNOC L&S and are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. The reader should not place undue reliance on these forward-looking statements, which speak only as of the date of this news release. ADNOC, ADNOC L&S, the Joint Global Coordinators and Joint Bookrunners and/or their respective affiliates, expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward looking statements contained in this announcement to reflect any change in its expectations or any change in events, conditions or circumstances on which such statements are based unless required to do so by applicable law.

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No prospectus or offering document has been or will be prepared by ADNOC in connection with the Offering. Any investment decision in connection with the Offering must be made on the basis of publicly available information. Such information has not been independently verified.

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No PRIIPs/UK PRIIPs key information document (“**KID**”) has been prepared as not available to retail in EEA or in the UK.

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Each prospective investor should proceed on the assumption that it must bear the economic risk of an investment in the securities being offered pursuant to the Offering. This announcement does not constitute a recommendation concerning the Offering. The price and value of securities and any income from them can go down as well as up and, in the worst case, you could lose your entire investment. Past performance is not a guide to future performance. Information in this announcement cannot be relied upon as a guide to future performance. There is no guarantee that the Offering will happen and potential investors should not base their financial or investment decisions on the intentions of ADNOC and/or ADNOC L&S or any other person in relation to the Offering at this stage. None of ADNOC, ADNOC L&S and/or the Joint Global Coordinators and Joint Bookrunners makes any representation as to the suitability of the Offering, as applicable, for the person(s) concerned and potential investors should consult a professional adviser as to the suitability of the Offering, as applicable, for the person(s) concerned.

The Joint Global Coordinators and Joint Bookrunners are acting exclusively for ADNOC and no one else in connection with the Offering. They will not regard any other person as



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