

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**

**الموضوع: إفصاحات عامة**

We hereby attach the press release issued by Abu Dhabi National Oil Company (ADNOC) PJSC ("ADNOC"), the current majority shareholder of 81% of the ordinary shares in ADNOC Logistics & Services plc.

مرفق البيان الصحفي الصادر عن شركة بترول أبوظبي الوطنية (أدنوك) ش.م.ع. ("أدنوك")، بصفتها المساهم المالك لحصة الأغلبية بنسبة 81% من الأسهم العادية لشركة 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

نسخة إلى: هيئة الأوراق المالية والسلع

**Media Release:**

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## **ADNOC to Offer up to 222 Million Shares in ADNOC L&S by way of a Bookbuild Offering**

*ADNOC launches offer of up to 222 million ordinary shares, corresponding to approximately 3% of the issued and outstanding share capital, in ADNOC L&S through a bookbuild offering to Professional Investors in the UAE and institutional investors elsewhere*

*Final terms are expected to be announced following completion of the Offering*

*The Offering is expected to increase ADNOC L&S's free float to 22%, enhance the trading liquidity of the Company's shares and provide a clear pathway to a more diversified shareholder base and index inclusion*

**Abu Dhabi, UAE – August 28, 2025:** Abu Dhabi National Oil Company (ADNOC) PJSC (ADNOC), the current majority shareholder of 81% of the ordinary shares in ADNOC L&S (ADNOC L&S or the Company) (ISIN: AEE01268A239) (ADX Symbol: ADNOCLS), announced today its



intention to offer up to 222 million ordinary shares (the Shares), corresponding to approximately 3% of the issued and outstanding share capital of ADNOC L&S (the Offering), through a bookbuild offering to certain eligible institutional investors in reliance on Rule 144A and Regulation S of the U.S. Securities Act of 1933, as amended (the U.S. Securities Act).

The Offering is open only to Professional Investors (as defined by the UAE Securities and Commodities Authority (SCA)) in the United Arab Emirates (UAE) and institutional investors elsewhere and will not be available to the public in the UAE or any other jurisdiction.

The bookbuilding period for the Offering will commence immediately and is expected to close pre-market open on August 29, 2025, subject to acceleration. The final number of Shares to be placed and the offering price will be determined at the close of the bookbuilding process. The final terms of the Offering are expected to be announced following the completion of the bookbuilding process. Settlement of the Offering is expected to occur on or around September 3, 2025.

The Offering allows ADNOC to sell a further stake in ADNOC L&S to enhance liquidity and trading in ADNOC L&S's ordinary shares and diversify the Company's shareholder base. A higher free float is also expected to provide a path to inclusion in the MSCI Emerging Market Index, which may take place at 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 further diversification of the Company's investor base and strengthen awareness of its differentiated proposition as a leader in global energy maritime logistics.

ADNOC L&S delivered record Q2 2025 results with revenue up 40% YoY and EBITDA growing 31% YoY, surpassing market expectations. Integrated Logistics delivered strong growth even in weaker markets demonstrating the value of the Company's strategic diversification and resilient business model. In line with the strong momentum, the Company upgraded its full-year guidance demonstrating its confidence in delivering long-term value to shareholders.

Shares in ADNOC L&S held by ADNOC, the ultimate majority beneficiary, which are not sold in the Offering will be subject to a six-month share sale lock-up period from the settlement date, subject to customary carve-outs.

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](http://www.adnoc.ae).

### Contact:

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## About ADNOC Logistics & Services

ADNOC Logistics & Services Plc, listed on the Abu Dhabi Securities Exchange (ADX symbol ADNOC LS / 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

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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.

This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any shares or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with or act as an inducement to enter into, any contract or commitment whatsoever. The Offering and the distribution of this announcement and other information in connection therewith or herewith in certain jurisdictions may be restricted by law, and persons into whose possession this announcement, any document or other information referred to herein comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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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 their respective clients in relation to the Offering and will not be responsible to anyone other than ADNOC for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

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