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| **Pricing Term Sheet**<br><br>25 October 2023 | | قائمة أحكام التسعير<br><br>التاريخ: 25 اكتوبر 2023 | |
| Mamoura Diversified Global Holding PJSC | | المعمورة دايفرسيفايد 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 | المُصدر |
| Issuer LEI | 213800WRY6FRL9IXLT77 | 213800WRY6FRL9IXLT77 | معرّف الكيان القانوني للمصدر |
| Guarantor | Mamoura Diversified Global Holding PJSC | المعمورة دايفرسيفايد جلوبال هولدينغ ش.م.ع | الضامن |
| Guarantor LEI | 231800GR9PMZV1HA6636 | 231800GR9PMZV1HA6636 | معرّف الكيان القانوني للضامن |
| Issue Ratings | Aa2 (Moody’s) / AA (Fitch) | Aa2 (Moody’s) / AA (Fitch) | تصنيف الإصدار |
| Type | Senior Unsecured Green Notes | متقدمة الاولوية ، غير مضمون<br>سندات خضراء | نوع السندات |
| Format | Rule 144A / Regulation S, Registered | Rule 144A / Regulation S<br>مسجل | شكل الإصدار |
| Currency | U.S. Dollars | دولار أميركي- $ | 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 الاضافية | 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 ) |

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| | 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 ⅞ 08/15/33 | معدل الخزينة الأمريكية ⅞ 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 | ريع 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 | يورصة لندن | الإدراج |
| Law | English law | القانون الانكليزي | القانون |
| Clearing | Rule 144A (DTC), Regulation S (Euroclear and Clearstream Luxembourg) | القانون 144A (DTC)<br><br>القانونRegulation S (ايروكلير و كلييرستريم, لوكسيمبرغ) | المقاصة |
| Form of the Notes | Registered Global Notes | مسجلة عالميا | شكل السندات |
| Joint Global Coordinators | Abu Dhabi Commercial Bank PJSC<br>Deutsche Bank AG, London Branch<br>First Abu Dhabi Bank PJSC<br>J.P. Morgan Securities plc<br>Standard Chartered Bank | بنك أبوظبي التجاري ش.م.ع<br>دويتشه بنك إيه جي، فرع لندن<br>بنك أبوظبي الأول ش.م.ع<br>جي بي مورغان سيكيوريتيز بي إل سي<br><br>بنك ستاندرد تشارترد | المنسقون العالميون المشتركون |
| Joint Lead Managers and Joint Bookrunners | Abu Dhabi Commercial Bank PJSC<br>Crédit Agricole Corporate Investment Bank<br>Deutsche Bank AG, London Branch<br>First Abu Dhabi Bank PJSC | بنك أبوظبي التجاري ش.م.ع<br>كريدي أجريكول كوربوريت و بنك الاستثمار<br>دويتشه بنك إيه جي، فرع لندن<br>بنك أبوظبي الأول ش.م.ع<br>بنك إتش إس بي سي بي إل سي<br>بنك أي أن جي فرع لنرن | مدراء الاكتتاب الرئيسيين المشاركين |

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