

**Abu Dhabi Securities Exchange Chief Executive Officer Resolution No. (08) Of 2023 Concerning the Listing of Bonds of Abu Dhabi National Energy Company (TAQA) P.J.S.C**

قرار الرئيس التنفيذي لسوق أبوظبي للأوراق المالية رقم (08) لسنة 2023م بشأن إدراج سندات شركة أبوظبي الوطنية للطاقة (طاقة) ش.م.ع

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 أبوظبي للأوراق المالية.

**The following has been decided.**

**تقرر الآتي:**

**Article (1)**

Listing of Abu Dhabi National Energy Company (TAQA) P.J.S.C Bonds (Regular Bond & Green Bond), total amount of U.S. \$1,500,000,000 as per the attached pricing term sheets, starting Thursday 7<sup>th</sup> September 2023.

**مادة (1)**

تُدْرَج السندات الصادرة عن شركة أبوظبي الوطنية للطاقة (طاقة) ش.م.ع بقيمة اجمالية 1,500,000,000 دولار أمريكي (سند عادي وسند أخضر) وفق أحكام التسعير المرفقة وذلك اعتباراً من يوم الخميس 6 سبتمبر 2023.

**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.

**Abdulla Salem ALNuaimi**  
Chief Executive Officer

عبدالله سالم النعيمي  
رئيس التنفيذ  
سوق أبوظبي للأوراق المالية  
Abu Dhabi Securities Exchange

29/08/2023

<b>Pricing Term Sheet</b>		قائمة أحكام التسعير	
17 April 2023		التاريخ: 17 ابريل 2023	
Abu Dhabi National Energy Company PJSC		شركة أبوظبي الوطنية للطاقة ش.م.ع	
U.S.\$500,000,000 4.375 Per cent. Notes due 2029; U.S.\$1,000,000,000 4.696 Per cent. Green Notes due 2033 (the "Notes")		سندات بقيمة 500,000,000 دولار أمريكي بفائدة ثابتة 4.375% تستحق عام 2029; سندات خضراء بقيمة 1,000,000,000 دولار أمريكي بفائدة ثابتة 4.696% تستحق عام 2033	
Issuer	Abu Dhabi National Energy Company PJSC ("TAQA")	شركة أبوظبي الوطنية للطاقة ش.م.ع ("طاقة")	المصدر
Issuer LEI	213800UNJSVQFNUYW03	213800UNJSVQFNUYW03	معرف الكيان القانوني للمصدر
Issue Ratings	Aa3/AA- by Moody's/Fitch	Aa3/AA- by Moody's/Fitch	تصنيف الإصدار
Type	Senior Unsecured Notes	متقدمة الأولوية ، غير مضمون	نوع السندات
Format	Long 5-year: Rule 144A / Regulation S (Category 2), Registered Form Bond 10-year: Rule 144A / Regulation S (Category 2), Registered Form Green Bond	5.75 سنوات: قانون Regulation S / 144A (الفئة 2), نموذج السند المسجل 10 سنوات: قانون Regulation S / 144A (الفئة 2), نموذج سند اخضر المسجل	شكل الإصدار
Currency	U.S. Dollars	دولار أمريكي- \$	العملة
Issue Size	Long 5-year: U.S.\$ 500,000,000 10-year: U.S. \$1,000,000,000	5.75 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 بمضاعفات \$1,000 دولار أمريكي للمبالغ الإضافية	الفئات المحددة
Tenor	Long 5-years 10-years	5.75 سنوات 10 سنوات	المدة
Issue Date	17 April 2023	17 ابريل 2023	تاريخ الإصدار
Maturity Date	Long 5-year: 24 January 2029 10-year: 24 April 2033	5.75 سنوات: 24 يناير 2029 10 سنوات: 24 ابريل 2033	تاريخ الاستحقاق

Interest Payment Dates	Long 5-year: 24 January and 24 July of each year commencing on 24 July 2023. There will be a short first coupon from, and including, 24 April 2023 to, but excluding, 24 July 2023.  10-year: 24 April and 24 October of each year commencing on 24 October 2023.	5.75 سنوات: 24 يناير و 24 يوليو من كل عام ابتداء من 24 يوليو 2023. سيكون هناك دفعات أرباح من 24 أبريل 2023 باستثناء 24 يوليو 2023.  10 سنوات: 24 أبريل و 24 أكتوبر من كل عام بدءا من 24 أكتوبر 2023.	دفعات الفائدة (مواعيد التوزيع)
Benchmark	Long 5-year: 3 ½ % due March 2028 10-year: 3 ½ % due February 2033	5.75 سنوات: معدل الخزينة الأمريكية 3 ½ % تستحق في مارس 2028 10 سنوات: معدل الخزينة الأمريكية 3 ½ % تستحق في فبراير 2033	المؤشر/ المرجع
Benchmark Yield	Long 5-year: 3.698 per cent. 10-year: 3.596 per cent.	5.75 سنوات: 3.698% 10 سنوات: 3.596%	العائد المرجعي
Re-offer Yield	Long 5-year: 4.498 per cent. 10-year: 4.696 per cent.	5.75 سنوات: 4.498% 10 سنوات: 4.696%	ربع الإصدار
Re-offer UST Spread	Long 5-year: + 80 basis points 10-year: + 110 basis points	5.75 سنوات: + 80 نقطة أساس 10 سنوات: + 110 نقطة أساس	هامش الفائدة فوق متوسط مقايضات الدولار الأمريكي
Coupon	Long 5-year: 4.375 per cent. per annum 10-year: 4.696 per cent. per annum	5.75 سنوات: 4.375% سنويا 10 سنوات: 4.696% 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	Long 5-year: 99.389 per cent. 10-year: 100 per cent.	5.75 سنوات: 99.389% 10 سنوات: 100%	سعر الإصدار
Listing	London Stock Exchange, Main Securities Market	بورصة لندن، سوق الأوراق المالية الرئيسي	الإدراج
Law	English law	القانون الانكليزي	القانون

Clearing	Rule 144A (DTC), Regulation S (Euroclear and Clearstream Luxembourg)	القانون 144A (DTC) القانون S (إيروكلير و كليرستريم, لوكسمبرغ)	المقاصة
Form of the Notes	Registered Global Notes	مسجلة عالميا	شكل السندات
Joint Lead Managers and Joint Bookrunners	BNP Paribas Emirates NBD Capital First Abu Dhabi Bank PJSC HSBC Bank plc ICBC Standard Bank Plc Industrial and Commercial Bank of China Limited, Dubai (DIFC) Branch Intesa Sanpaolo S.p.A., London Branch Scotia Capital (USA) Inc. SMBC Nikko Capital Markets Limited Standard Chartered Bank	بي إن بي باريبا الإمارات دبي الوطني كابيتال بنك أبوظبي الأول ش.م.ع بنك إتش إس بي سي إل سي اي سي بي سي ستاندرد بنك بي إل سي البنك الصناعي والتجاري الصيني المحدود، فرع دبي (مركز دبي المالي العالمي) انتيسا سان باولو إس بي إيه، فرع لندن سكوتيا كابيتال (الولايات المتحدة الأمريكية) إنك إس إم بي سي نيكو كابيتال ماركتس ليميتد بنك ستاندرد تشارترد	مدراء الاكتتاب الرئيسيين المشاركين
Joint Green Structurers	10-year: First Abu Dhabi Bank PJSC HSBC Bank plc Standard Chartered Bank	10 سنوات: بنك أبوظبي الأول ش.م.ع بنك إتش إس بي سي إل سي بنك ستاندرد تشارترد	وكلاء الهيكلية الخضراء
Rule 144A CUSIP / ISIN / Common Code	Long 5-year: 00388WAL5 / US00388WAL54 / 260249819 10-year: 00388WAM3 / US00388WAM38 / 260249975	5.75 سنوات: / 00388WAL5 US00388WAL54 / 260249819 10 سنوات: 00388WAM3 / US00388WAM38 / 260249975	القانون 144A CUSIP رمز الإصدار
Regulation S ISIN / Common Code	Long 5-year: XS2600246552 / 260024655 10-year: XS2600248335 / 260024833	5.75 سنوات: XS2600246552 / 260024655 10 سنوات: XS2600248335 / 260024833	القانون Regulation S رمز الإصدار
Stabilisation	FCA/ICMA	FCA/ICMA	مستوى الاستقرار

The Issuer has prepared a base prospectus dated 13 April 2023 (the "Prospectus") in respect of the Programme and the Notes to which this Pricing Term Sheet relates. This Pricing Term Sheet is qualified in its entirety by reference to the Prospectus. Before you invest in the Notes, you should read the Prospectus and the Final Terms relating to the Notes for more information concerning the Issuer and the Notes. The information in this Pricing Term Sheet supplements the Prospectus and supersedes the information therein to the extent that there are any inconsistencies. Terms not otherwise defined herein shall have the meanings ascribed to them in the Prospectus.

This Pricing Term Sheet does not constitute an offer of the Notes to the public in the United Kingdom. This Pricing Term Sheet is being distributed to and is directed only at (i) persons who are outside the United Kingdom or (ii) persons who are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order or (iv) persons to whom this Pricing Term Sheet may otherwise 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"). Any investment activity to which this Pricing Term Sheet relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes 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. The Issuer has not registered, and does not intend to register, any portion of

the Notes in any of these jurisdictions and does not intend to conduct a public offering of Notes in any of these jurisdictions.

In particular, 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, 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. The offer is being made only to qualified institutional buyers as defined in Rule 144A under the Securities Act and outside the United States, to non-U.S. persons as defined in and in accordance with Regulation S under the Securities Act. Prospective purchasers are hereby notified that the sellers or issuers 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. See "Subscription and Sale" and "Transfer Restrictions" in the Prospectus for information about eligible offerees and transfer restrictions.

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. 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.

Advertisement. This Pricing Term Sheet is an advertisement and is not a prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation"). The Prospectus prepared in accordance with the Prospectus Regulation is available at <https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> and the Final Terms, when available, will be published by the Issuer in accordance with the UK Prospectus Regulation and will be made available at <https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

Singapore SFA Product Classification: The Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time), that the Notes are 'prescribed capital markets products' (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

BNP Paribas is authorised and regulated by the European Central Bank and the Autorité de contrôle prudentiel et de résolution. Emirates NBD Capital is regulated by the Dubai Financial Services Authority. First Abu Dhabi Bank PJSC is licensed and regulated by the Central Bank of the UAE. HSBC Bank plc and Standard Chartered Bank are authorised and supervised by the United Kingdom Prudential Regulation Authority (the "PRA") and are subject to regulation by the United Kingdom Financial Conduct Authority ("the FCA") and PRA. ICBC Dubai (DIFC) Branch is regulated by the Dubai Financial Services Authority (the "DFSA"). ICBC Standard Bank Plc is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and Prudential Regulation Authority. Industrial and Commercial Bank of China Limited, Dubai (DIFC) Branch and ICBC Standard Bank Plc and their Affiliates are restricted in its U.S. securities dealings under the United States Bank Holding Company Act and may not underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that are offered or sold in the United States. Accordingly, ICBC and its Affiliates shall not be obligated to, and shall not, underwrite, subscribe, agree to purchase or procure purchasers to purchase notes that may be offered or sold by other underwriters in the United States. ICBC and its Affiliates shall offer and sell the Securities constituting part of its allotment solely outside the United States. Intesa Sanpaolo S.p.A., London Branch 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. Scotia Capital (USA) Inc. is a broker-dealer registered with the U.S. Securities and Exchange Commission and Financial Industry Regulatory Authority. SMBC Nikko is authorised and regulated by the United Kingdom Financial Conduct Authority.