مجموعة موانئ أبوظبي
AD PORTS GROUP

18 August 2026

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

Greetings,

Subject: Announcement of the Receipt of a Conditional Voluntary Cash Offer from Abu Dhabi Developmental Holding Company PJSC ("ADQ") to Acquire Abu Dhabi Ports Company PJSC's Shares

Pursuant to the announcement made by Abu Dhabi Ports Company PJSC (the "**Company**") dated 17 August 2026 concerning the Company's receipt of a notification from Abu Dhabi Developmental Holding Company PJSC ("**ADQ**"), a wholly-owned subsidiary of L'imad Holding Company PJSC, of its intention to submit a voluntary conditional cash offer to acquire up to 100% of the issued and paid-up share capital of the Company not already held by ADQ at an offer price of AED 6.25 per share (the "**Offer**"), the Company now announces that on 18 August 2026 it has received the offer document ("**Offer Document**") providing further details on the Offer.

The terms of the Offer are set out in the attached Offer Document.

The Company's Board of Directors is convening on 21 August 2026 to, among other matters, review the Offer and the Company will make further announcements regarding the Offer including publishing the

18 أغسطس 2026

السادة/ قسم الإفصاح والامتثال المحترمين
إدارة العمليات والرقابة
سوق ابوظبي للأوراق المالية
أبوظبــي – الإمارات العربية المتحدة

تحية طيبة وبعد،،،

الموضوع: الإعلان عن استلام عرض شراء نقدي اختياري مشروط من قبل شركة أبوظبي التنموية القابضة ش.م.ع للاستحواذ على أسهم شركة أبوظبي للموانئ ش.م.ع

وفقاً للإعلان الصادر عن شركة أبوظبي للموانىء ش.م.ع (**الشركة**) بتاريخ 17 أغسطس 2026 بشأن استلام إشعار من شركة أبوظبي التنموية القابضة ش.م.ع وهي شركة تابعة ومملوكة بالكامل من قبل شركة العماد القابضة ش.م.ع، بخصوص نية شركة أبوظبي التنموية القابضة ش.م.ع تقديم عرض شراء نقدي اختياري مشروط للاستحواذ على ما يصل إلى نسبة 100% من الأسهم المكونة لرأس المال المصدر والمدفوع للشركة غير المملوكة من قبل شركة أبوظبي التنموية القابضة ش.م.ع وذلك بسعر عرض قدره 6.25 درهم إماراتي للسهم الواحد (**العرض**)، تعلن الشركة الآن أنه في تاريخ 18 أغسطس 2026 قد تلقت مستند العرض الرسمي (**مستند العرض**) الذي يوفر مزيداً من التفاصيل عن العرض.

تم تحديد شروط العرض في مستند العرض المرفق.

وفي هذا الخصوص، سيجتمع مجلس إدارة الشركة في تاريخ 21 أغسطس 2026 لمراجعة العرض، من بين أمور أخرى، وستقوم الشركة بإصدار إعلانات إضافية بشأن العرض بما في ذلك نشر نشرة موجهة

مجموعة موانئ أبوظبي
AD PORTS GROUP

offeree circular in accordance with the decision of the Chairman of the Board of Directors of the Capital Market Authority No. (18 /R.M) of 2017 regarding the Rules of Acquisition and Merger of Public Joint Stock Companies.	إلى المساهمين وفقاً لقرار رئيس مجلس إدارة هيئة سوق المال رقم (18/ر.م) لعام 2017 بشأن قواعد الاستحواذ والاندماج للشركات المساهمة العامة.
Yours sincerely,	**وتفضلوا بقبول فائق الاحترام والتقدير،،،**

إيميل بليسر – المستشار القانوني العام
Emil Pellicer – General Counsel

Copy to: Capital Market Authority (CMA)	**نسخة إلى:** السادة/ هيئة سوق المال

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مجموعة موانئ أبوظبي
ص. ب. 54477
أبوظبي، الإمارات العربية المتحدة

SHAREHOLDERS OF ABU DHABI PORTS COMPANY PJSC

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should seek your own independent financial advice immediately from your professional adviser or other appropriate independent financial adviser who is licensed by the Capital Market Authority (the **CMA**).

If you have sold or otherwise transferred all of your shares in Abu Dhabi Ports Company PJSC (**AD Ports**), please forward this Offer Document as soon as possible to the purchaser or transferee or to the stockbroker or other agent through whom you sold or transferred your AD Ports Shares, for delivery to the purchaser or transferee. However, neither this document nor any accompanying document should be forwarded or transmitted to any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

This Offer Document has been prepared based on the provisions of the Decision of the Chairman of the CMA Board of Directors No. (18/RM) of 2017 concerning the rules of acquisition and merger of public joint stock companies (the **Code**) and the Administrative Decision No. (62/R.T) of 2017 concerning the technical requirements for acquisition and merger rules.

Unless the context otherwise requires, capitalised terms in this Offer Document shall have the meaning given to them in Annex IV (**Definitions**).

Offer Document

Abu Dhabi Developmental Holding Company PJSC (**ADQ**)

(***a wholly owned subsidiary of L'imad Holding Company PJSC***)

voluntary conditional cash offer to acquire up to 100% of the issued and paid-up share capital of

Abu Dhabi Ports Company PJSC

for

AED 6.25 in cash for each AD Ports Share

DISCLAIMER STATEMENT:

The Capital Market Authority (**CMA**), the Abu Dhabi Securities Exchange (**ADX**) and Abu Dhabi Depository Company (**ADCSD**) shall not be liable for the content of this Offer Document and shall not submit any confirmation in relation to the accuracy or completeness thereof, and hereby expressly disclaim any responsibility for any loss arising from the content of this document or from relying on any part thereof.

Offeror

ABU DHABI DEVELOPMENTAL HOLDING COMPANY PJSC (ADQ)

(***a wholly owned subsidiary of L'imad Holding Company PJSC***)

Abu Dhabi, United Arab Emirates

Financial adviser to the Offeror	**Legal adviser to the Offeror**	**Joint-Lead Managers**	**Joint Lead Receiving Banks**
Rothschild & Co Middle East Limited	Allen Overy Shearman Sterling LLP	Emirates NBD Capital LLC First Abu Dhabi Bank PJSC **Co-Lead Manager** EFG Hermes UAE Limited	Emirates NBD Bank PJSC and First Abu Dhabi Bank PJSC

AD PORTS SHAREHOLDERS WISHING TO ACCEPT THE OFFER MUST EITHER (A) SUBMIT AN ELECTRONIC ACCEPTANCE AND TRANSFER FORM AT ipo.emiratesnbd.com/en/adports WITH EMIRATES NBD OR IPO Subscription | First Abu Dhabi Bank - UAE WITH FIRST ABU DHABI BANK OR (B) RESPOND WITH A COMPLETED ACCEPTANCE AND TRANSFER FORM, AS SET OUT IN THE ACCEPTANCE AND TRANSFER FORM IN ANNEX I NO LATER THAN 3:00PM ON 15 SEPTEMBER 2026.

FURTHER GUIDANCE ON THE PROCEDURE FOR ACCEPTANCE OF THE OFFER IS SET OUT IN THE ACCEPTANCE AND TRANSFER FORM ACCOMPANYING THIS OFFER DOCUMENT.

This Offer Document is dated 18 August 2026.

Responsibility

Abu Dhabi Developmental Holding Company PJSC (**ADQ**) accepts responsibility for the validity and accuracy of the information contained in this Offer Document, other than the AD Ports financial statements referred to in Annex II to this Offer Document, or any information relating to those statements referred to in this Offer Document (the **AD Ports Financial Statements**). For the purpose of this Offer Document, ADQ assumes the accuracy of the AD Ports Financial Statements and therefore takes no responsibility thereto. To the best of the knowledge of ADQ (which has taken reasonable care to ensure that such is the case), the information contained in this Offer Document for which it is responsible is in accordance with the facts and does not intentionally omit or ignore any material fact likely to affect the importance or completeness of such information within this Offer Document.

No person has been authorised to give any information or make any representation on behalf of ADQ not contained in or not consistent with this Offer Document and, if given or made, such information or representation must not be relied upon as having been authorised by ADQ.

TO ACCEPT THE OFFER

AD Ports Shareholders who wish to accept the Offer should:

Option 1 - Electronic Acceptance: Submit an electronic acceptance and transfer form at **ipo.emiratesnbd.com/en/adports** with Emirates NBD or **IPO Subscription | First Abu Dhabi Bank - UAE** with First Abu Dhabi Bank. AD Ports Shareholders will need their ADX NIN (National Investor Number) and details of their AD Ports shareholding.

Option 2 - Paper Acceptance and Transfer Form: Complete the Acceptance and Transfer Form set out in Annex I of this Offer Document and return it to any of the Participating Branches of the Joint Lead Receiving Banks listed in Annex III of this Offer Document.

Deadline: Acceptances must be received no later than 3:00 PM (UAE time) on 15 September 2026 (the **Closing Date**), or such later date as may be notified by ADQ to AD Ports and AD Ports Shareholders.

In order to accept the Offer, AD Ports Shareholders must ensure that their AD Ports Shares are held in a depository account linked to their investor number (NIN) with the ADX and the ADCSD. Transfer requests may be submitted through the ADX digital channels (including the ADX app) or by using the form set out in Annex I(A) of this Offer Document. AD Ports Shareholders whose shares in AD Ports are not registered in their name should contact their broker or custodian to arrange for acceptance on their behalf.

Further guidance on the procedures for acceptance of the Offer is set out in the Acceptance and Transfer Form accompanying this Offer Document (including the list of branches of the Joint Lead Receiving Banks where AD Ports Shareholders may submit Acceptance and Transfer Forms).

If you have any questions relating to the procedure for acceptance of the Offer, please contact the Joint Lead Receiving Banks on: Emirates NBD – 800 3623 476 or First Abu Dhabi Bank – 026 161 800 between 9.00AM and 5.00PM from Monday to Friday. The Joint Lead Receiving Banks and the Co-Lead Manager cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

You are advised to read the whole of this document carefully.

THE CLOSING DATE IS ON 15 SEPTEMBER 2026.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Expected Date / Timing
Publication of Offer Document	18 August 2026
Offer opening date	18 August 2026
Offer closing date	3:00PM on 15 September 2026 (unless the period for acceptances is extended by the Offeror for an additional 14 days as permitted in Article 32(2) of the Code)
Offer results announcement	16 September 2026 (unless the period for acceptances is extended by the Offeror for an additional 14 days as permitted in Article 32(2) of the Code)
Expected Unconditional Date	Within three (3) months of the Closing Date
Payment of consideration to AD Ports Shareholders	Within 3 Business Days after the Unconditional Date
AD Ports Shares registered in the name of ADQ	Within 3 Business Days after the Unconditional Date

**Subject to any adjustments to the timetable as may be required or approved by the CMA.*

IMPORTANT INFORMATION

IMPORTANT: **If you are in any doubt as to the action you should take, it is recommended that you seek your own independent financial advice from your accountant or other appropriate independent financial adviser.**

No person should construe the contents of this Offer Document as legal, financial or tax advice.

Overseas Shareholders

The availability of the Offer to persons who are not resident in the United Arab Emirates may be affected by the laws and/or regulations of their relevant jurisdiction. Persons who are not resident in the UAE should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, ADQ disclaims any responsibility for the failure of any overseas AD Ports Shareholder to inform itself of, or to observe, any applicable requirement.

US Residents

The Offer is not being made, directly or indirectly, in or into, and is not capable of acceptance from within, the United States of America, its territories or possessions, any State of the United States or the District of Columbia (the **United States**). Accordingly, copies of this document, the Acceptance and Transfer Form and any related documents are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from the United States and persons receiving this document (including custodians, nominees and trustees) must not distribute, forward, mail or send it in, into or from the United States.

No Representations

No person has been authorised to provide any information or make any representation on behalf of ADQ other than as contained in this Offer Document and, if given or made, such information or representation must not be relied upon as having been authorised by ADQ or any of the other advisers in connection with the Offer.

Information Provided as at the Date of this Offer Document

Statements contained in this Offer Document are made as at the date of this Offer Document, unless some other time is specified in relation to them, and the publication of this Offer Document (or any action taken pursuant to it) shall not give rise to any implication that there has been no change in the facts or affairs of AD Ports, ADQ or L'imad Holding Company PJSC (**L'IMAD**) (or any member of their respective groups) as set out in this Offer Document since such date. ADQ expressly disclaims any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise. Any new material information will be published and announced promptly as a supplement to this Offer Document in accordance with the provisions of the Code.

Forward-Looking Statements

This Offer Document contains forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could" or other words of similar meaning. These statements are based on assumptions and assessments made by ADQ in light of its experience and its perception of historical trends, current conditions, expected future developments and other factors it believes appropriate. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this Offer Document may cause the actual results, performance or achievements of any such matter to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements.

Financial Information

All financial information relating to AD Ports referred to in this Offer Document has been extracted without material adjustment from the audited consolidated financial statements of AD Ports for the financial years ended 31 December 2023, 31 December 2024, and 31 December 2025, and the unaudited interim financial statements for the period ended 30 June 2026, copies of which can be accessed through the links as set out in Annex II to this Offer Document. Such financial information has been prepared in accordance with International Financial Reporting Standards (**IFRS**).

Rounding

Certain figures included in this Offer Document have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

No Profit (or Loss) Forecasts or Estimates

No statement in this Offer Document is intended as a profit (or loss) forecast or profit (or loss) estimate and no statement in this Offer Document should be interpreted to mean that earnings or earnings per AD Ports Share for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per AD Ports Share, or to mean that AD Ports' earnings in the first twelve months following the Offer, or in any subsequent period, would necessarily match or be greater than those of AD Ports for the relevant preceding financial period or any other period.

Documents Available on Website

Copies of this Offer Document, the Announcement, the Acceptance and Transfer Form and AD Ports' audited consolidated financial statements for the financial years ended 31 December 2023, 31 December 2024, 31 December 2025 and the unaudited interim financial statements for the period ended 30 June 2026 shall be made available on AD Ports' website at https://www.adportsgroup.com/en/investors/financial-information/financial-downloads until the end of the Offer Period. The content of any such website referred to in this Offer Document is not incorporated into, and does not form part of, this Offer Document, and no person accepts any responsibility for the contents of such websites.

Language

This Offer Document has been prepared in English and Arabic. In the event of any discrepancy between the English and Arabic versions of this Offer Document, the Arabic version shall prevail.

Definitions

Capitalised terms used in this Offer Document shall have the meanings given to them in Annex IV (Definitions) unless otherwise defined or the context requires otherwise.

Dates and Times

All dates and times referred to in this Offer Document are UAE dates and times unless otherwise stated. References to "UAE time" shall mean the time in Abu Dhabi, United Arab Emirates (GMT+4).

Date of Publication

This Offer Document is published on 18 August 2026 and is expected to be made available to AD Ports Shareholders on such date.

LETTER FROM ABU DHABI DEVELOPMENTAL HOLDING COMPANY PJSC (ADQ)

Date: 18 August 2026

OFFER FOR YOUR SHARES IN ABU DHABI PORTS COMPANY PJSC

Dear AD Ports Shareholder,

1. Background and Reasons for the Offer

On 17 August 2026, ADQ announced its firm intention to make a voluntary conditional cash offer to acquire up to 100% of the issued and paid-up share capital of Abu Dhabi Ports Company PJSC (**AD Ports**) that ADQ does not already own (the **Offer**).

ADQ currently holds 3,838,752,000 ordinary shares representing approximately 75.42% of the total issued share capital of AD Ports. The Offer is being made in respect of the remaining 1,251,248,000 shares representing approximately 24.58% of the total issued share capital of AD Ports (which includes ordinary shares and shares classified as treasury shares in the accounts of AD Ports) (the **Offer Shares**).

ADQ is a wholly owned subsidiary of L'IMAD, a sovereign investment platform of the Government of Abu Dhabi, established to cement the emirate's economic foundations and generate sustainable value. L'IMAD stewards a portfolio of national and international investments across public and private markets, grouped under platforms including Ports & Logistics, Energy & Utilities, Urban Development Solutions, Vital Industries, Aviation and Industrials.

In that context, developing the robustness and resilience of core sectors of the local economy is a pivotal component of L'IMAD's mandate.

L'IMAD's Ports & Logistics platform includes significant assets such as Etihad Rail Company PJSC, Abu Dhabi Ports Company PJSC and Aramex PJSC.

Through these assets, L'IMAD is contributing to the UAE's global connectivity and has spearheaded the delivery of major industry milestones such as the development of a major industrial freezone in KEZAD with Abu Dhabi Ports Company PJSC, and the completion of the region's first railroad network with Etihad Rail Company PJSC.

AD Ports plays a strategic and critical role in supporting the resilience and sustainability of Abu Dhabi's economy, hence requiring continued and sustained investment to develop and upgrade its infrastructure over time.

2. The Intentions, Plans and Purpose of the Offer

L'IMAD expects AD Ports' growth journey to be complex, capital intensive and long-term in nature, requiring the Company to contemplate equity raises and / or further burdening its balance sheet, which may not align with the short to medium-term expectations of public market investors. In addition, recently announced transactions and resulting elevated financial leverage levels, are likely to constrain the Company's capacity to distribute dividends to shareholders, which may limit short to medium-term returns.

Therefore, to continue supporting AD Ports' growth in this increasingly challenging and capital-intensive environment, L'IMAD believes that acquiring the remaining shares in AD Ports will enable the Company to pursue its long-term strategic objectives more effectively, including capital investment programs, strategic acquisitions, and operational transformation initiatives, without the constraints associated with funding requirements or short-term return expectations.

Against this backdrop, the Offeror believes that the Offer provides shareholders with a compelling liquidity opportunity to monetise their full investment immediately and at an attractive premium to the prevailing market price, without the liquidity constraints, elongated timelines or potential market discount that shareholders may otherwise face when seeking to sell a significant amount of shares in the market.

3. Key Terms of the Offer

Under the terms of the Offer, ADQ is offering:

AED 6.25 in cash for each AD Ports Share

The Offer Price represents a:

(i) 23% premium to the closing share price of AED 5.10 / share as of 14 August 2026;

(ii) 25% premium to 1-month Volume Weighted Average Price (**VWAP**) of AED 5.02 / share;

(iii) 31% premium to 3-month VWAP of AED 4.76 / share; and

(iv) 95% premium over the subscription price of the Company's shares prior to its listing on ADX in February 2022, which was AED 3.20 per share of Abu Dhabi Ports Company.

4. Conditions to the Offer

The Offer is conditional upon the satisfaction (or waiver, where applicable) of the Conditions set out in paragraph 7 of Section I (General Information and Details of the Offer) of this Offer Document.

5. Action to be Taken

To accept the Offer, you should follow the instructions set out in the section headed "To Accept the Offer" on page 4 of this Offer Document. Acceptances must be received by no later than 3:00 PM (UAE time) on 15 September 2026.

AD Ports Shareholders are advised to read the whole of this Offer Document and the Acceptance and Transfer Form and not rely solely on this letter.

Yours faithfully,

Abu Dhabi Developmental Holding Company PJSC (ADQ)

SECTION I: GENERAL INFORMATION AND DETAILS OF THE OFFER

1. Summary of the Terms of the Offer

ADQ is offering to acquire all of the Offer Shares on the following terms:

For each AD Ports Share: AED 6.25 in cash

The Offer is being made on the terms and subject to the Conditions set out in this Offer Document and the Acceptance and Transfer Form. The Offer extends to all AD Ports Shares not already owned by ADQ.

AD Ports Shares will be acquired by ADQ fully paid and free from all liens, equitable interests, charges, encumbrances and rights of pre-emption and any other third-party rights or interests of any nature and together with all rights attaching or accruing to them.

2. CMA Approvals

The CMA issued its no-objection letter in respect of the Offer on 12 August 2026. This Offer Document has been prepared in accordance with the requirements of the CMA and has been approved by the CMA for publication. The CMA's approval of the publication of this Offer Document should not be taken as an indication of the merits of the Offer or the accuracy or completeness of the information contained herein.

3. Information on ADQ

Abu Dhabi Developmental Holding Company PJSC (ADQ) is a public joint stock company incorporated in Abu Dhabi, United Arab Emirates. ADQ is an Abu Dhabi-based investment and holding company.

ADQ currently holds 3,838,752,000 ordinary shares in AD Ports, representing approximately 75.42% of the total issued share capital of AD Ports.

ADQ is wholly owned by L'IMAD.

4. Information on AD Ports

Abu Dhabi Ports Company PJSC (AD Ports) is a public joint stock company incorporated in Abu Dhabi, United Arab Emirates, with commercial registration number 1004600. AD Ports is listed on the Abu Dhabi Securities Exchange (ADX).

AD Ports has an issued and paid-up share capital of AED 5,090,000,000, divided into 5,090,000,000 shares of AED 1 each.

AD Ports is a premier global trade and logistics enabler, playing a vital role in global trade and supply chain management. AD Ports operates through five integrated business clusters:

(a) Ports Cluster - managing and developing commercial and community ports;

(b) Economic Cities & Free Zones Cluster - developing and managing world-class economic zones;

(c) Maritime & Shipping Cluster - providing end-to-end maritime services;

(d) Logistics Cluster - providing integrated logistics and supply chain solutions; and

(e) Digital Cluster - developing next-generation digital trade and logistics solutions.

5. Information on L'IMAD

L'IMAD is the sole shareholder of ADQ. L'IMAD is a public joint stock company incorporated in Abu Dhabi, United Arab Emirates. L'IMAD acts as a holding company for numerous strategic assets of the Government of Abu Dhabi. L'IMAD was established to accelerate the transformation of the Emirate into a globally competitive and knowledge-based economy.

L'IMAD manages a broad portfolio of major enterprises spanning key sectors of Abu Dhabi's diversified economy including energy and utilities, food and agriculture, healthcare and life sciences, mobility and logistics, financial services, tourism and hospitality, and real estate.

6. Financing of the Offer and Cash Confirmation

The cash consideration payable by ADQ pursuant to the Offer will be financed from ADQ's existing cash resources and available credit facilities.

7. Conditions to the Offer

The Offer is conditional upon:

(a) no government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental, administrative, fiscal or investigative body, court, trade agency, association, institution, or any other body or person whatsoever in any jurisdiction (a **Third Party**) having decided to take, institute, implement or threaten any action, proceedings, suit, investigation, enquiry or reference, or having required any action to be taken or otherwise having done anything, and no event having occurred, in each case which would or might reasonably be expected to materially restrict, restrain, prohibit, delay or otherwise interfere with the implementation of, or impose material additional conditions or obligations with respect to, the Offer;

(b) all necessary notifications, filings and applications having been made in connection with the Offer and all necessary waiting and other time periods (including any extensions thereof) under any applicable legislation or regulations having expired, lapsed or been terminated and all necessary authorisations, orders, recognitions, grants, consents, clearances, confirmations, certificates, permissions and approvals having been obtained;

(c) no material adverse change having occurred in relation to AD Ports since the date of the Announcement;

(d) the AD Ports Shares remaining listed and admitted to trading on the ADX at all times up to and including the Unconditional Date (or such earlier date as ADQ may determine); and

(e) no dividends or other distributions having been declared, paid or made by AD Ports after the date of the Announcement and prior to the Unconditional Date, other than any interim dividend announced prior to the date of the Announcement.

8. Waiver of the Conditions

ADQ reserves the right to waive, in whole or in part, all or any of the Conditions set out above.

9. Tax

The tax consequences for AD Ports Shareholders pursuant to the transaction contemplated by the Offer depend upon the individual circumstances of the AD Ports Shareholders. AD Ports Shareholders should therefore consult their own tax advisers regarding the tax implications on them of accepting the Offer.

10. Rights of the AD Ports Shareholders

Each AD Ports Shareholder shall have the right to:

(a) accept or reject the Offer in respect of all or part of their AD Ports Shares;
(b) receive the Offer Price in respect of each AD Ports Share validly tendered, subject to the Offer becoming unconditional; and
(c) receive all information required to be provided under applicable law and regulation.

11. Ownership Percentage and Transactions

ADQ currently holds 3,838,752,000 AD Ports Shares, representing approximately 75.42% of the total issued share capital of AD Ports, as set out in paragraph 3 (Information on ADQ) above. Save for ADQ's own shareholding, no member of the board of directors of ADQ holds, to ADQ's knowledge, an interest of 5% or more in the share capital of AD Ports. No person acting in agreement with ADQ holds an interest of 5% or more in the share capital of AD Ports, other than ADQ itself. As at the date of this Offer Document, ADQ has not sought or obtained any irrevocable undertakings pursuant to which any AD Ports Shareholder has undertaken to accept the Offer. No person holding an interest of 5% or more in the share capital of AD Ports has entered into any arrangement with ADQ, or with any person acting in agreement with ADQ, of the kind referred to in Article 20 of the Code.

12. Dealings

Save as disclosed in this Offer Document, none of ADQ, its associated group or the Related Parties (each as defined in the Code) has dealt in any AD Ports Shares during the six months preceding the Offer Period and up to the date of this Offer Document. Following completion of the Offer, ADQ intends to maintain its shareholding in AD Ports.

13. Special Arrangements

As at the date of this Offer Document, there are no arrangements entered into between ADQ and AD Ports in relation to the implementation of the Offer, and ADQ has not entered into any arrangement with AD Ports in respect of termination fees in the event the Offer does not complete. Other than as stated above, ADQ confirms that no other agreement, arrangement or understanding (including any compensation arrangement) exists between ADQ, or any person acting in agreement with ADQ, and (i) any member of the board of directors of AD Ports, (ii) any AD Ports Shareholder, or (iii) any person who served as a director of AD Ports or was an AD Ports Shareholder within the six months preceding the date of this Offer Document.

14. Accuracy and Fairness Standards

ADQ confirms that, to the best of its knowledge and belief (having taken all reasonable care), the information contained in this Offer Document for which it is responsible is in accordance with the facts and does not omit anything likely to affect the import of such information. The highest accuracy and fairness standards were observed in the content of this Offer Document.

SECTION II: FURTHER TERMS OF THE OFFER

The following further terms apply, unless the context otherwise requires, to the Offer. Except where the context requires otherwise, any reference in this Section II (*Further Terms of the Offer*):

a) to the "**Offer**" shall mean the Offer and any revision, variation or renewal thereof or extension thereto and shall include any election available in connection with it;

b) to "**acceptances of the Offer**" shall include deemed acceptances of the Offer; and

c) to the "**Offer Document**" shall mean this document and any other document published by the Offeror and stated to constitute an Offer Document containing details of, the Offer.

1. Acceptance Period

a) The Offer will remain open for acceptance from 18 August 2026 until 3:00 PM (UAE time) on 15 September 2026 (the **Closing Date**), unless extended by ADQ for an additional 14 days as permitted in Article 32(2) of the Code, or unless amended with the prior approval of the CMA.

b) ADQ reserves the right, with the approval of the CMA (other than as permitted under Article 32(2) of the Code), to extend the Offer Period. In the event of an extension, ADQ will make an announcement on the ADX specifying the new Closing Date.

c) The Offer Period shall not be less than 28 days and shall not exceed 60 days from the date of publication of this Offer Document, unless otherwise approved by the CMA.

d) The procedures for accepting the Offer are set out in paragraph 5 of this Section II below. An acceptance of the Offer may not be withdrawn by an AD Ports Shareholder once either (i) an electronic Acceptance Form or (ii) an Acceptance Form has been submitted by that shareholder (or on its behalf).

2. Announcements

ADQ will make appropriate announcements through the ADX disclosure system via the Company in relation to:

(a) any extension to the Offer Period;
(b) any revision to the terms of the Offer;
(c) the level of acceptances received following the end of the Offer Period;
(d) the Offer becoming or being declared unconditional; and
(e) any other matter required by the CMA or by applicable law.

3. General

a) The Offer is governed by the laws of the United Arab Emirates and is subject to the exclusive jurisdiction of the courts of Abu Dhabi.
b) AD Ports Shares acquired by ADQ pursuant to the Offer shall be transferred to ADQ free from all liens, charges, encumbrances and third-party rights and together with all rights attaching to them, including the right to receive all dividends and distributions declared, paid or made after the Unconditional Date.
c) Settlement of the consideration to which any AD Ports Shareholder is entitled under the Offer shall be effected within three (3) Business Days after the Unconditional Date by transfer to the bank account registered against that AD Ports Shareholder's investor number (NIN) in the records of the ADX and the ADCSD. Where no valid bank account is registered, payment will be withheld until

the relevant AD Ports Shareholder has updated its records with the ADX and ADCSD to permit the transfer of funds to the AD Ports Shareholder.

d) The Offer will lapse unless all the conditions set out in paragraph 7 of Section I (*General Information and Details of the Offer*) have been fulfilled by the end of Q2 2027 or such later date as the Offeror may decide (subject to the approval of the CMA) and if the Offeror exercises such right it shall make an announcement stating such date.

e) The Offer Price shall be the only amount payable by the Offeror in connection with the acceptance of this Offer. For the avoidance of doubt, neither ADQ nor L'IMAD nor any member of L'IMAD group will be responsible for any taxes, costs or expenses that an AD Ports Shareholder may incur in connection therewith.

4. Overseas AD Ports Shareholders

The making of the Offer in jurisdictions outside the UAE may be prohibited or affected by the laws of the relevant jurisdictions. AD Ports Shareholders who are citizens, residents or nationals of jurisdictions outside the UAE should inform themselves about and observe any applicable legal requirements. It is the responsibility of each overseas AD Ports Shareholder to satisfy itself as to the full observance of the laws and regulatory requirements of the relevant jurisdiction in connection with the Offer, including the obtaining of any governmental, exchange control or other consent which may be required, the compliance with other necessary formalities, and the payment of any issue, transfer or other taxes or levies due in such jurisdiction.

5. Procedures for Accepting the Offer

5.1 Form Submissions

AD Ports Shareholders may accept the Offer by either:

(a) completing and submitting an electronic Acceptance and Transfer Form through the online platform at **ipo.emiratesnbd.com/en/adports** with Emirates NBD or IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank; or

(b) completing the paper Acceptance and Transfer Form set out in Annex I and delivering it to any of the Participating Branches listed in Annex III.

Each AD Ports Shareholder must ensure that the Acceptance and Transfer Form is received by the Joint Lead Receiving Banks no later than 3:00 PM (UAE time) on the Closing Date.

5.2 General Terms

By submitting an Acceptance and Transfer Form, an AD Ports Shareholder:

(a) accepts the Offer in respect of the number of AD Ports Shares specified in the Acceptance and Transfer Form (or, if no number is specified, in respect of all AD Ports Shares held by such shareholder). If a lower number of AD Ports Shares is available in the depository account linked to its investor number at ADCSD, ADQ and the Joint Lead Receiving Banks reserve the right to accept the Acceptance and Transfer Form in respect of such lower number of AD Ports Shares;

(b) agrees that their appointed brokers may transfer all their shares to ADCSD who will freeze such shares;

(c) agrees to transfer to ADQ all right, title and interest in and to such AD Ports Shares;

(d) authorises and instructs the ADCSD to transfer such AD Ports Shares to ADQ's account with the ADCSD;

(e) authorises ADQ and its agents to act on the accepting shareholder's behalf in connection with the Offer; and

(f) acknowledges and agrees that, for its AD Ports Shares to be accepted under the Offer, any pledge, charge, lien or other encumbrance over those AD Ports Shares must be released no later than the Business Day immediately preceding the Closing Date, and undertakes to procure that release by such date (whatever the encumbrance may be), including by doing all things and making all payments or arrangements necessary to satisfy the relevant pledgee, secured lender or broker, and irrevocably authorises its broker, custodian, pledgee or secured lender and the ADCSD to release that encumbrance and transfer those AD Ports Shares to ADQ against payment of the Offer Price, and to enter into any further arrangement (including any tri-party arrangement) ADQ or the ADCSD reasonably requires to that end.

5.3 Representations and Warranties

By accepting the Offer, each AD Ports Shareholder represents, warrants and agrees that:

(a) such shareholder is the registered holder of, or is authorised to accept the Offer in respect of, the AD Ports Shares specified in the Acceptance and Transfer Form;

(b) irrevocably agree that their available data in the ADX and ADCSD database be shared with the Joint Lead Receiving Bank, the Joint Lead Managers and the Co-Lead Manager;

(c) such AD Ports Shares are free from all liens, charges, encumbrances and third-party rights;

(d) such shareholder has full power and authority to accept the Offer and to transfer such AD Ports Shares;

(e) when submitting an Acceptance and Transfer Form, the AD Ports Shareholder must also sign and submit any form for transfer of securities prescribed by the ADCSD (including in the form set out in **Annex I(A)** of this Offer Document) to transfer its AD Ports Shares accepted in relation to the Offer to the depository account linked to its investor number at ADCSD;

(f) acceptance of the Offer does not violate any applicable law, regulation, order or agreement to which such shareholder is subject;

(g) allowing the Joint Lead Receiving Banks and the Joint Lead Managers and the Co-Lead Manager to send an order to block the AD Ports Shares indicated on the Acceptance and Transfer Form to the ADCSD on their behalf. Such AD Ports Shares shall be blocked from any form of disposal until the completion of the Offer and the payment of the Offer consideration;

(h) allowing ADCSD to execute the received order on behalf of the AD Ports Shareholder through the Joint Lead Receiving Banks and the Joint Lead Managers and the Co-Lead Manager, and to block the AD Ports Shares indicated on the Acceptance and Transfer Form from any form of disposal until the completion of the Offer and the payment of the Offer consideration. If an AD Ports Shareholder transfers any or all of its AD Ports Shares to a third party after submitting an Acceptance and Transfer Form but prior to its AD Ports Shares being blocked, their Acceptance and Transfer Form in respect of such transferred AD Ports Shares will be deemed invalid and it will not have accepted the Offer in respect of such transferred AD Ports Shares;

(i) the Offeror and the Joint Lead Receiving Banks reserve the right to reject any Acceptance and Transfer Forms if:

    (i) the Acceptance and Transfer Form is not completed in all respects or is completed with incorrect information;

    (ii) any of the information required in the Acceptance and Transfer Form is not included in or with the Acceptance and Transfer Form; and/or

    (iii) the Acceptance and Transfer Form and supporting documents are received by the Joint Lead Receiving Banks after 3.00PM on the Offer Closing Date;

(j) the Offeror and the Joint Lead Receiving Banks reserve the right to accept, at their sole discretion, duly completed Acceptance and Transfer Forms where the information set out in the Acceptance and Transfer Forms has not been provided in its entirety, but sufficient information and documentation has been provided or otherwise procured to comply with all applicable laws and regulations associated with 'know-your-client' and anti-money laundering requirements and other laws and regulations applicable to the Offeror and the Offer have been complied with;

(k) execute all such other documents and do all such other acts and things as may in the opinion of the attorney be necessary or expedient for the purpose of, or in connection with, the acceptance of the Offer pursuant to the Acceptance and Transfer Form and to vest the AD Ports Shares in the Offeror or as the Offeror may direct; and

(l) their AD Ports Shares will be transferred to the Offeror on the Settlement Date, however, such shareholder will not receive the consideration for their AD Ports Shares unless and until they have provided registered valid bank account details with the ADX and the ADCSD, and payment of the consideration may be withheld by the ADX and the ADCSD until such details have been provided.

6. Participating Branches

A list of Participating Branches of the Joint Lead Receiving Banks at which Acceptance and Transfer Forms may be submitted is set out in Annex III of this Offer Document. AD Ports Shareholders should ensure that they submit their Acceptance and Transfer Forms at a Participating Branch during normal business hours and before the Closing Date.

ANNEX I: ACCEPTANCE AND TRANSFER FORM

in relation to the voluntary conditional cash offer by Abu Dhabi Developmental Holding Company PJSC (ADQ) to acquire up to 100% of the issued and paid up share capital of Abu Dhabi Ports Company PJSC (AD Ports) for cash consideration of AED 6.25 for each AD Ports Share

PROCEDURE FOR ACCEPTANCE OF THE OFFER

- To accept the Offer, use this Acceptance and Transfer Form and follow the instructions and notes for guidance set out in this form. Holders of AD Ports Shares must sign this Acceptance and Transfer Form to accept the Offer

- The information in this Acceptance and Transfer Form may help to answer queries you may have about this Acceptance and Transfer Form and the procedure for responding to the Offer. Please read the notes hereto carefully before completing this Acceptance and Transfer Form.

- Please return this Acceptance and Transfer Form, duly completed and signed as soon as possible and, in any event, so as to be received by hand to the Joint Lead Receiving Banks or submit an electronic Acceptance Form available at ipo.emiratesnbd.com/en/adports with Emirates NBD or IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank by no later than 3:00PM on 15 September 2026.

- The Offer is subject to the Conditions set out in the Offer Document dated 18 August 2026. Unless otherwise stated, terms defined in the Offer Document shall have the same meaning in this Acceptance and Transfer Form.

If you have any questions relating to the procedure for acceptance of the Offer, please contact the Joint Lead Receiving Banks on: Emirates NBD – 800 3623 476 or First Abu Dhabi Bank – 026 161 800 between 9:00AM and 5:00PM from Monday to Friday. The Joint Lead Receiving Banks cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek your own independent financial advice immediately from your professional adviser or other independent financial adviser who is licensed by the UAE Capital Market Authority (the "**CMA**").

The Offer Document (and copies of this Acceptance and Transfer Form) will be available on AD Ports website and on ipo.emiratesnbd.com/en/adports with Emirates NBD or IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank during the Offer Period and from the Participating Branches of the Joint Lead Receiving Banks.

The Offer is open for acceptance by eligible AD Ports Shareholders who have an investor number (NIN) registered with the ADX and the ADCSD starting from 18 August 2026.

AD Ports Shareholders that do not hold an investor number (NIN) will need to open one either through a licensed broker or through the ADX and ADCSD.

The procedure for accepting the Offer is set out below. This Acceptance and Transfer Form should be read in conjunction with the Offer Document.

To accept the Offer, you must complete and return either the English language or the Arabic language version of this Acceptance and Transfer Form in accordance with the instructions set out below as soon as possible but in any event so as to be received by hand to the Joint Lead Receiving Banks or submit an electronic Acceptance Form available at ipo.emiratesnbd.com/en/adports with Emirates NBD or IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank no later than 3:00PM on 15 September 2026 (see paragraph 7 below for a list of participating branches).

ADQ reserves the right to continue to receive and accept acceptances from AD Ports Shareholders who have not previously accepted the Offer by the Closing Date as described in Section II (*Further Terms of the Offer*) of the Offer Document.

Payment of the consideration under the Offer will be made to the bank account registered against the relevant AD Ports Shareholder's investor number (NIN) in the records of the ADX and the ADCSD. If an AD Ports Shareholder has not registered a valid bank account with the ADX and the ADCSD, then the relevant AD Ports Shareholder must update its records with the ADX and the ADCSD. Payment of the consideration under the Offer will be withheld until valid payment details have been registered with the ADX and the ADCSD.

DO NOT DETACH ANY PART OF THIS ACCEPTANCE AND TRANSFER FORM

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK YOUR OWN PERSONAL INDEPENDENT FINANCIAL ADVICE IMMEDIATELY FROM YOUR PROFESSIONAL ADVISER OR OTHER APPROPRIATE INDEPENDENT FINANCIAL ADVISER WHO IS LICENSED BY THE CMA.

ACCEPTANCE AND TRANSFER FORMS AND COPIES OF THE OFFER DOCUMENT ARE AVAILABLE AT ipo.emiratesnbd.com/en/adports WITH EMIRATES NBD OR IPO Subscription | First Abu Dhabi Bank - UAE WITH FIRST ABU DHABI BANK.

ACCEPTANCE AND TRANSFER FORM

Please complete as explained below (To be completed in BLOCK CAPITALS). The provisions of the Offer Document and the Terms and Conditions are incorporated in and form part of this Acceptance and Transfer Form

<table>
<tr><td rowspan="2">1</td><td>To accept the Offer – full name and address of registered holder</td><td>FULL NAME AND ADDRESS OF REGISTERED HOLDER (To be completed in BLOCK CAPITALS)</td></tr>
<tr><td>To accept the Offer in respect of all of your AD Ports Shares, complete Box 1 with the full name and address of the registered holder in BLOCK CAPITALS.

By signing and delivering this Acceptance and Transfer Form, you irrevocably agree to: 1. Sharing your data held with the ADX and the ADCSD with the Joint Lead Receiving Banks and the Joint Lead Managers and the Co-Lead Manager; 2. Allowing the Joint Lead Receiving Banks to send an order to block your indicated AD Ports Shares to the ADCSD on your behalf and allow the ADCSD to execute the received order on your behalf through the Joint Lead Receiving Banks and to block your indicated AD Ports Shares from any form of disposal until the date of payment of the consideration. 3. In the event that the indicated AD Ports Shares are not available in the depository account linked to your investor number (NIN) at the ADCSD, you shall issue instructions to your broker, or submit a request through the ADX digital channels (including the ADX app) or in the form set out in Annex I(A) to the Offer Document to transfer such shares to the depository account and the ADCSD shall block such shares upon receipt of the freezing order from the Joint Lead Receiving Banks.</td><td>Forename(s)............................ (Mr/Mrs/Miss/Title) Surname............................
Address / Postcode............................
Daytime telephone number............................
Emirates EID (for UAE residents)............................ Passport number (non-residents)............................
....

Investor Number (NIN)____________________
Broker and account details – complete one line for each broker account in which you hold AD Ports Shares under the above investor number. If the same investor number (NIN) holds AD Ports Shares with more than one broker, each holding must be listed separately below.
Broker Name............................ Account Number............................ No. of shares............................
....
Please specify if shares are pledged, on a margin account or unencumbered: ....
If your AD Ports Shares are held through more than one Broker, complete also the below
Broker Name............................ Account Number............................ No. of shares............................
Please specify if shares are pledged, on a margin account or unencumbered:</td></tr>
</table>

		Broker Name.................................. Account Number.. No. of shares.....................................
		Please specify if shares are pledged, on a margin account or unencumbered:
		Aggregate number of AD Ports Shares in respect of which the Offer is accepted (total of all lines above):
		....
		Note: AD Ports Shares held in a broker trading account must be transferred to the depository account linked to your investor number (NIN) at the ADCSD before they can be accepted under the Offer. You may make that request through the ADX digital channels (including the ADX app) or by completing the transfer form set out in Annex I(A) of the Offer Document.

<table>
<tr><td rowspan="3">2</td><td>Signature</td><td colspan="2">SIGN HERE TO ACCEPT THE OFFER</td></tr>
<tr><td rowspan="2">To accept the Offer, you must sign Box 2. If the acceptance is not made by the registered holder, insert the name, role and capacity in which the person is signing (for example, attorney under a power of attorney, executor or personal representative, legal guardian or parent of a minor AD Ports Shareholder, or an authorised signatory by power of an endowment authority). Any person making an acceptance on behalf of a registered holder should deliver evidence of his/her authority in accordance with the Terms and Conditions.

A company may execute this Acceptance and Transfer Form under its seal, which should be affixed in accordance with its articles of association or other regulations. In the case of execution by a company, execution should be expressed to be by the company and each person signing this Acceptance and Transfer Form should state the office or role he/she holds, and the capacity in which he/she under his/her signature. Please see the further notes on the Terms and Conditions.

Any custodian accepting the Offer on behalf of any holder of AD Ports Shares must sign Box 2 and complete the table set out in Box 4 in relation to the underlying investor details.

If you sign Box 2 without inserting "NO" in Box 3 you are deemed to have given the representations and warranties contained in paragraph 6 of the Terms and Conditions. This Acceptance and Transfer Form must not be signed in a Restricted Jurisdiction.</td><td>EXECUTION BY INDIVIDUALS</td><td>EXECUTION BY A COMPANY</td></tr>
<tr><td>Signed by the registered shareholder:

……………………………………………………

If this acceptance and transfer form is being signed on behalf of a registered holder, insert the name, address and role / capacity of the person making the acceptance.

Name……………………………………………………
Address……………………………………………………
Signature……………………………………………………
Role/capacity on which signed:…………………

Important: Each registered holder who is an individual must sign and print his/her name and address where indicated, and provide the number of their Emirates ID (or passports for non-UAE residents) and the number of the official authorisation document.</td><td>Executed as a deed by/under the common seal of the company:
Name of company……………………………………
In the presence of/acting by:

Name of authorised person…………………………

Signature of authorised person……………………

……………………………………

Affix seal here

Investors represented by a custodian in the ADX
For all investors who hold AD Ports Shares via a custodian, please reach out to your custodian to accept the Offer on your behalf.

All custodians accepting the Offer on behalf of AD Ports Shareholders should execute this section and complete the details under Box 4 in relation to the underlying investor details.</td></tr>
</table>

<table>
<tr><td rowspan="2">3</td><td>Persons in Restricted Jurisdictions</td><td>OVERSEAS SHAREHOLDERS</td></tr>
<tr><td>If you are unable to give the representations and warranties required by paragraph 6(c) of the Terms and Conditions confirming that:</td><td></td></tr>
</table>

	a) you have not received or sent copies of the Offer Document, this Acceptance and Transfer Form or any related Offer Documents in, into or from a Restricted Jurisdiction; b) you have not otherwise utilised in connection with the Offer, directly or indirectly, use of the mails of or any means or instrumentality (including, without limitation, facsimile transmission, e- mail, telex, telephone and the internet) of interstate or foreign commerce, or any facilities of a national securities exchange, of any such Restricted Jurisdiction; c) you were outside any such Restricted Jurisdiction when the Acceptance and Transfer Form was delivered and at the time of accepting the Offer and, in respect of the AD Ports Shares to which this Acceptance and Transfer Form relates, you are not an agent or fiduciary acting on a non-discretionary basis for a principal who has given any instructions with respect to the Offer from within any such Restricted Jurisdiction; and d) this Acceptance and Transfer Form and any related Offer Documents have not been mailed or otherwise sent in, into or from any such Restricted Jurisdiction, and you are accepting the Offer from outside any such Restricted Jurisdiction, you must put "NO" in the box on the right. If you do not insert "NO" in the box on the right you will be deemed to have given such representations and warranties. If you insert "NO" in the box on the right, you may be deemed not to have validly accepted the Offer, notwithstanding that you may have purported to do so.	Please put "NO" in the box below if you are unable to give the representations and warranties set out in paragraph 6 of the Terms and Conditions. If you do not insert "NO" in the box below, you will be deemed to have given such representations and warranties.

4

ACCEPTANCE BY CUSTODIANS ON BEHALF OF INVESTORS

Investor Number (NIN)	**Investor Name**	**Account Number**	**Number of AD Ports Shares**	**Date acceptance instructions received by custodian**

TERMS AND CONDITIONS FOR PHYSICAL ACCEPTANCE AND TRANSFER FORMS

in relation to the voluntary conditional cash offer by Abu Dhabi Developmental Holding Company PJSC (ADQ) to acquire up to 100% of the issued and paid-up share capital of Abu Dhabi Ports Company PJSC (AD Ports) for AED 6.25 **in cash for each AD Ports Share**

PROCEDURE FOR ACCEPTANCE OF THE OFFER

- Unless otherwise stated or defined in these Terms and Conditions, all terms used in these Terms and Conditions are the same as those used or defined in the Offer Document.

- To accept the Offer, use a physical Acceptance and Transfer Form and follow the instructions and notes for guidance set out in these Terms and Conditions or submit an electronic Acceptance and Transfer Form available at ipo.emiratesnbd.com/en/adports with Emirates NBD and IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank.

- Holders of AD Ports Shares must either sign a physical Acceptance and Transfer Form to accept the Offer or submit an electronic Acceptance and Transfer Form.

- Holders of AD Ports Shares acknowledge and agree that, for their AD Ports Shares to be accepted under the Offer, any pledge, charge, lien or other encumbrance over those AD Ports Shares must be released no later than the Business Day immediately preceding the Closing Date, and undertake to procure that release by such date (whatever the encumbrance may be), including by doing all things and making all payments or arrangements necessary to satisfy the relevant pledgee, secured lender or broker, and irrevocably authorises their broker, custodian, pledgee or secured lender and the ADCSD to release that encumbrance and transfer those AD Ports Shares to ADQ against payment of the Offer Price, and to enter into any further arrangement (including any tri-party arrangement) with ADQ or the ADCSD reasonably requires to that end.

- The information in these Terms and Conditions, together with the Offer Document, may help to answer queries you may have about the Acceptance and Transfer Form and the procedure for responding to the Offer. Please read these Terms and Conditions and the Offer Document carefully before completing an Acceptance and Transfer Form.

- Please return a physical Acceptance and Transfer Form, duly completed and signed as soon as possible and, in any event, so as to be received by hand to the Joint Lead Receiving Banks by no later than 3:00 PM (UAE time) on 15 September 2026.

- The Offer is subject to the Conditions set out in the Offer Document dated 18 August 2026. Unless otherwise stated, terms defined in the Offer Document shall have the same meaning in these Terms and Conditions.

If you have any questions relating to the procedure for acceptance of the Offer, please contact the Joint Lead Receiving Banks on: Emirates NBD – 800 3623 476 or First Abu Dhabi Bank – 026 161 800 between 9:00AM and 5:00PM from Monday to Friday. The Joint Lead Receiving Banks cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek your own independent financial advice immediately from your professional adviser or other independent financial adviser who is licensed by the UAE Capital Market Authority (the "CMA").

The Offer Document will be available on AD Ports' website, on ipo.emiratesnbd.com/en/adports with Emirates NBD and IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank and at the participating branches of the Joint Lead Receiving Banks during the Offer Period.

To accept the Offer, you must (i) complete and return either the English language or the Arabic language version of a physical Acceptance and Transfer Form in accordance with the instructions set out below, or (ii) submit an electronic Acceptance and Transfer Form, in either case as soon as possible but in any event so as to be received by electronic submission at ipo.emiratesnbd.com/en/adports with Emirates NBD and IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank or by hand to the Joint Lead Receiving Banks no later than 3:00 PM (UAE time) on 15 September 2026. The list of branches of the Joint Lead Receiving Banks where AD Ports Shareholders may submit Acceptance and Transfer Forms has been included in paragraph 7 below.

Following the Closing Date, the Offeror may (in its discretion) continue to receive acceptances from AD Ports Shareholders who have not accepted the Offer by the Closing Date. Further details are set out in Section II (Further Terms of the Offer) of the Offer Document.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK YOUR OWN PERSONAL INDEPENDENT FINANCIAL ADVICE IMMEDIATELY FROM YOUR PROFESSIONAL ADVISER OR OTHER APPROPRIATE INDEPENDENT FINANCIAL ADVISER WHO IS LICENSED BY CMA.

COPIES OF THE OFFER DOCUMENT ARE AVAILABLE AT ipo.emiratesnbd.com/en/adports WITH EMIRATES NBD OR IPO Subscription | First Abu Dhabi Bank - UAE WITH FIRST ABU DHABI BANK.

In order to be effective, a physical Acceptance and Transfer Form must, except as described below, be signed personally by the registered holder. A company may execute an Acceptance and Transfer Form in accordance with its constitutional documents and applicable laws and regulations. By completing and signing an Acceptance and Transfer Form, the relevant registered holder is deemed to accept the Offer in relation to the AD Ports Shares indicated on the Acceptance and Transfer Form.

1. **If you have sold or transferred, or wish to sell or transfer, AD Ports Shares**

If you have sold or otherwise transferred all of your AD Ports Shares (as applicable) please send the Offer Document together with the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, the Offer Document is not being published or distributed, and should not be forwarded or transmitted in or into or to, any Restricted Jurisdiction. If you have sold or otherwise transferred part only of your holding of AD Ports Shares, you should retain these documents.

In the event that you submit either (i) an electronic Acceptance and Transfer Form or (ii) an Acceptance and Transfer Form, you irrevocably authorise the Joint Lead Receiving Banks to send a share freezing order on your behalf to ADCSD in respect of your AD Ports Shares being accepted for the Offer, which ADCSD will execute in order to freeze your AD Ports Shares indicated on either (i) the electronic Acceptance and Transfer Form or (ii) the Acceptance and Transfer Form available in the depository account. If you transfer any or all of your AD Ports Shares to a third party after submitting either (i) an electronic Acceptance and Transfer Form or (ii) an Acceptance and Transfer Form but prior to your AD Ports Shares being blocked, your electronic Acceptance and Transfer Form or Acceptance and Transfer Form in respect of such transferred AD Ports Shares will be deemed invalid and you will not have accepted the Offer in respect of such transferred AD Ports Shares.

Note: If the AD Ports Shares indicated on either (i) the electronic Acceptance and Transfer Form or (ii) the Acceptance and Transfer Form are not available in the depository account, ADCSD will inform the Joint Lead Receiving Banks of this, and you will be required to issue instructions to your broker to transfer the indicated AD Ports Shares to your depository account with ADCSD. ADCSD will freeze the indicated AD Ports Shares when they become available after receiving written instructions from the Joint Lead Receiving Banks. If a lower number of AD Ports Shares is available in the depository account, ADQ and the Joint Lead Receiving Banks reserve the right to accept the Acceptance and Transfer Form in respect of such lower number of AD Ports Shares.

2. **If the sole shareholder has died**

The personal representative(s) or the prospective personal representative(s) should approach ADCSD at the ADX as soon as possible to update the relevant ADX register and to transfer the AD Ports Shares from the name of the deceased investor to the relevant heir(s) before such heir(s) can accept the Offer. Once the ADX's register is updated, the personal representative(s) or prospective personal representative(s) should sign the Acceptance and Transfer Form in accordance with its terms.

3. **If the Acceptance and Transfer Form is signed under a power of attorney, by a legal guardian or by an endowment authority**

The completed Acceptance and Transfer Form must be accompanied by the original power of attorney (or a notarised (and, if applicable, a legalised and protocolised) copy thereof).

Where the signatory is the guardian of a minor AD Ports Shareholder, the following must be submitted: (i) original and copy of the guardian's passport or Emirates ID for verification of signature; (ii) original and copy of the minor's passport or Emirates ID; and (iii) if the guardian is appointed by the court, original and copy of the guardianship deed attested by the court and other competent authorities (e.g. notary public).

Where the Acceptance and Transfer Form is signed by any other person on behalf of an AD Ports Shareholder, it must be accompanied by the original and a copy of the document authorising that person to sign on behalf of, and to represent, the AD Ports Shareholder and to accept the terms of the Offer Document and this Acceptance and Transfer Form.

4. **If any of your AD Ports Shares are pledged or subject to any form of security (including those AD Ports Shares subject to court order and in margin accounts of brokers)**

Prior to submitting an electronic Acceptance and Transfer Form or an Acceptance and Transfer Form in respect of AD Ports Shares which are pledged or subject to any form of security (including those AD Ports Shares subject to court order and/or in margin accounts of brokers) you must contact the bank, broker or any third party in whose favour the AD Ports Shares have been pledged or any other security or attachment (including court order) has been granted and obtain the release from such pledge or any other security or attachment.

In order for your AD Ports Shares to be accepted under the Offer, any pledge, charge, lien or other encumbrance over any of your AD Ports Shares must be released no later than the Business Day immediately preceding the Closing Date, and you undertake to procure that release by such date (whatever the encumbrance may be), including by doing all things and making all payments or arrangements necessary to satisfy the relevant pledgee, secured lender or broker, and irrevocably authorises your broker, custodian, pledgee or secured lender and the ADCSD to release that encumbrance and transfer those AD Ports Shares to ADQ against payment of the Offer Price, and to enter into any further arrangement (including any tri-party arrangement) with ADQ or the ADCSD reasonably requires to that end.

5. **If you want to submit electronically**

AD Ports Shareholders may submit an electronic Acceptance and Transfer Form electronically at ipo.emiratesnbd.com/en/adports with Emirates NBD and IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank**.**

6. **Warranties**

By signing the Acceptance and Transfer Form, you (as an AD Ports Shareholder or on behalf of an AD Ports Shareholder) hereby accept all the undertakings, representations, warranties and agreements with the Offeror set out below (so as to bind him/her, his/her personal representatives, heirs, successors and assigns):

(a) that the acceptance shall constitute, in respect of the number of AD Ports Shares to which the relevant acceptance relates:

(i) an acceptance of the Offer on and subject to the terms and conditions set out or referred to herein, in the Offer Document and the Acceptance and Transfer Form;

(ii) an undertaking to execute any further documents and give any further assurances which may be required to enable the Offeror to obtain the full benefits of the terms of the Offer Document and the Acceptance and Transfer Form and/or to perfect any authorities expressed to be given thereunder (including, for the avoidance of doubt, any documentation required for the purposes of the Offeror's compliance with its "know your customer" requirements and procedures);

(iii) a representation and warranty that you are the legal and / or beneficial owner of such AD Ports Shares or, if you are not, that you are irrevocably and unconditionally entitled to transfer such shares and that the entire beneficial interest therein will be acquired under the Offer; and

(iv) if you are accepting this Offer on behalf of a registered holder(s), a representation and warranty that you are duly authorized by the registered holder(s) to accept this Offer on his/her behalf;

(b) that the AD Ports Shares in respect of which the Offer is accepted or deemed to be accepted are sold free from all liens, charges, equities, encumbrances, options, rights of pre-emption and other third party rights of any nature whatsoever and together with all rights now and hereafter attaching or accruing to them;

(c) that you have not received or sent copies or originals of this document or any other document relating to the Offer, in, into or from a Restricted Jurisdiction and you have not otherwise utilised in connection with the Offer, directly or indirectly, the use of the mail of or any means or instrumentality (including, without limitation, facsimile transmission, electronic mail or telephone) of interstate or foreign commerce of, or any facilities of a national securities exchange of, a Restricted Jurisdiction at the time of the input and settlement of the relevant acceptance(s); and in respect of the AD Ports Shares to which an acceptance relates, you are not an agent or fiduciary acting on a non-discretionary basis for a principal, unless you are an authorised employee of such principal or such principal has given all instructions with respect to the Offer from outside a Restricted Jurisdiction;

(d) that you have not taken or omitted to take any action which will or may result in the Offeror or any other person acting in breach of any legal or regulatory requirements of any territory in connection with the Offer or your acceptance thereof;

(e) that, if you accept the Offer, you will do all such acts and things in your control as shall be necessary or expedient to vest the aforesaid AD Ports Shares in the Offeror or its nominee(s) or such other persons as the Offeror may decide;

(f) that you agree to ratify each and every act or thing which may be done or effected by the Offeror or the sole director of the Offeror or their respective agents, or AD Ports or its agents, as the case may be, in the exercise of any of your powers and/or authorities under this paragraph 6 in relation to your AD Ports Shares (as relevant);

(g) that you submit, in relation to all matters arising out of or in connection with the Offer and the acceptance, to the jurisdiction of the Courts of Abu Dhabi and you agree that nothing shall limit the rights of the Offeror to bring any action, suit or proceeding arising out of or in connection with the Offer and acceptance in any other matter permitted by law or in any court of competent jurisdiction;

(h) that if any part of this paragraph 6 shall be unenforceable or invalid or shall not operate so as to afford the Offeror or any director of the Offeror or their respective agents the benefit or authority expressed to be given therein, you shall with all practicable speed do all such acts and things and execute all such documents in your control that may be required to enable the Offeror and/or any director of the Offeror and/or any of their respective agents to secure the full benefits of this document and the Acceptance and Transfer Form; and

(i) subject to the Offer becoming unconditional in all respects, that the execution of the Acceptance and Transfer Form and its delivery (whether by you as registered holder or by your attorney, legal guardian, personal representative or other duly authorised representative) constitutes the appointment of the Offeror as your agent or attorney with an instruction to the attorney to:

i. complete and execute all or any form(s) of transfer and/or other document in the attorney's discretion in relation to the AD Ports Shares referred to in paragraph 6(a) of these Terms and Conditions in favour of the Offeror or as the Offeror may direct;

ii. deliver such form(s) of transfer and/or other documentation at the attorney's discretion relating to such AD Ports Shares within six months of the Offer becoming unconditional in all respects; and

iii. execute all such other documents and do all such other acts and things as may in the opinion of the attorney be necessary or expedient for the purpose of, or in connection with, the acceptance of the Offer pursuant to the Acceptance and Transfer Form and to vest the AD Ports Shares in the Offeror or as the Offeror may direct.

7. **Joint Lead Receiving Banks**

AD Ports Shareholders wishing to accept the Offer may submit a completed Acceptance and Transfer Form to the below branches of the Joint Lead Receiving Banks.

EMIRATES	BRANCH	Location	Working Hours
		EMIRATES NBD	
Dubai	Jumeirah Branch	Emirates NBD Building, Al Wasl Rd Intersection, Umm Suquiem 3, Jumeirah, Dubai	Monday to Thursday (8:00 AM - 3:00 PM)
			Friday (8:00 AM - 11:30 AM)
			Saturday (8:00 AM - 3:00 PM)
Abu Dhabi	Khalifa Branch	Ground Floor, Al Neem Building, Shaikh Khalifa Street, Abu Dhabi	Monday to Thursday (8:00 AM - 3:00 PM)
			Friday (8:00 AM - 11:30 AM)
Abu Dhabi	Abu Dhabi Main office Branch	Ground floor, Capital Plaza tower, Abu Dhabi	Monday to Thursday (8:00 AM - 3:00 PM)
			Friday (8:00 AM - 11:30 AM)
			Saturday (8:00 AM - 3:00 PM)
Al Ain	Al Ain Khalifa Street Branch	Sheikh Khalifa Bin Zayed St, (in front of Burjeel Hospital), Al Ain	Monday to Thursday (8:00 AM - 3:00 PM)
			Friday (8:00 AM – 11:30 AM)
			Saturday (8:00 AM - 3:00 PM)
Sharjah	Sharjah Main Branch	Ground Floor, Emirates NBD Building, Immigration Road, Al Qassimia Area, Sharjah	Monday to Thursday (8:00 AM - 3:00 PM)
			Friday (8:00 AM - 11:30 PM)
			Saturday (8:00 AM - 3:00 PM)
		FIRST ABU DHABI BANK	
Abu Dhabi	Business Park, Abu Dhabi	Khalifa Park Al Qurm, PO BOX:6316	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Abu Dhabi	FAB One Tower, Abu Dhabi	Intersection of Shaikh Khalifa Street and Baniyas street,PO BOX:2993	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)

Abu Dhabi	Salam Street	Salam Street, Abu Dhabi	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Al Ain - Abu Dhabi	Al Ain New	Al Ain New PO BOX: 17822	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Dubai	Bur Dubai	Abdulla Al Rostamani Building, Khalid Bin Walid Road, Bur Dubai; PO BOX:115689	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Dubai	Sheikh Zayed Rd.	ALQUZE NEXT TO GOLDEN DAIMOND; PO BOX:52053	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Sharjah	Sharjah	Al Reem Plaza, Ground floor Buheira Corniche, Sharjah;PO BOX:1109	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Ajman	Ajman	Lulu Center, Al Ittihad Street, Downtown, Ajman	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Fujairah	Fujairah	Opposite Plaza Theatre Hamdan Bin Abdulla street;PO BOX:79	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Ras Al Khaimah	RAK (LNBAD)	FAB RAK (LNBAD), Corniche Al Qawasim Road, Near to NMC Royal Medical Center, RAK	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Umm Al Quwain	Umm Al Quwain	Building No 211, King Faisal Road Al Maidan Area, Umm Al Quwain;Po BOX:733	08: am to 03:00 pm (Monday-Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)

ANNEX I(A): FORM OF TRANSFER OF AD PORTS SHARES FROM A BROKER's TRADING ACCOUNT TO THE DEPOSITORY ACCOUNT AT THE ADCSD

AD Ports Shares held in a broker trading account cannot be accepted under the Offer while they remain in that account. Before submitting an Acceptance and Transfer Form, each AD Ports Shareholder must transfer the relevant AD Ports Shares from its broker trading account to the depository account linked to its investor number (NIN) at the ADX and the ADCSD. That request should be made by the AD Ports Shareholder itself and may be submitted (i) electronically through the ADX digital channels, including the ADX app, or (ii) by completing, signing and submitting the form set out in this Annex I(A) to the relevant broker and the ADX and the ADCSD.

A copy of the form of transfer of AD Ports Shares from a broker's trading account to the depository account at the ADCD may also be accessed through ADX digital channels, including the ADX app.

ســوق أبوظبــي للأوراق الماليــة
Abu Dhabi Securities Exchange

نموذج طلب تحويل اوراق مالية
Transfer Security Applicaiton Form

Date ______ التاريخ

Investor Name ______ أسم المستثمر

Investor Number ______ رقم المستثمر

Account Number Broker ______ رقم حساب التداول

☐ Registry to Broker — المقاصة إلى الوسيط ☐

☐ Broker to Registry — الوسيط إلى االمقاصة ☐

#	رقم العملية Sequence	الكمية كتابة Quantity in words	الكمية Quantity	أسم الورقة المالية Security Name	#
1					1
2					2
3					3
4					4
5					5

أتعهد أنا الموقع أدناه بأن جميع البيانات المذكورة أعلاه والوثائق المرفقة كاملة صحيحة

I the undersigned undertake the completeness and accuracy of the above information and attached documents

Signature ----------------------------التوقيع Applicant name ______ مقدم الطلب

For ADX Authorize Member Use Only	لاستخدام الجهات المعتمدة لدى سوق أبوظبي للأوراق المالية فقط

أتعهد أنا الموقع أدناه بأنني قمت بالتحقق من صحة جميع البيانات والمستندات المؤيدة للطلب الوارد أعلاه

I the undersigned confirm that I have checked the accuracy and completeness of the above information and supporting documents

Signature ---------------------- توقيع

Name-------------------------- الاسم

ختم
Stamp

Click here to print / إضغط هنا للطباعة

ANNEX II: AD PORTS FINANCIAL STATEMENTS

Copies of AD Ports' audited consolidated financial statements for the financial years ended 31 December 2023, 31 December 2024, 31 December 2025 and the unaudited interim financial statements for the period ended 30 June 2026 shall be made available on AD Ports' website and the ADX portal through the following links:

	AD Ports' Website	ADX's Website
Consolidated Financial Statements Q2 2026	https://www.adportsgroup.com/en/investors/financial-information/financial-downloads	https://apigateway.adx.ae/adx/cdn/1.0/content/download/5266207
Consolidated Financial Statements 31 December 2025	https://www.adportsgroup.com/en/investors/financial-information/financial-downloads	https://apigateway.adx.ae/adx/cdn/1.0/content/download/4742559
Consolidated Financial Statements 31 December 2024	https://www.adportsgroup.com/en/investors/financial-information/financial-downloads	https://apigateway.adx.ae/adx/cdn/1.0/content/download/4291988
Consolidated Financial Statements 31 December 2023	https://www.adportsgroup.com/en/investors/financial-information/financial-downloads	https://apigateway.adx.ae/adx/cdn/1.0/content/download/3069240

ANNEX III: LIST OF PARTICIPATING BRANCHES

Emirates NBD – Participating Branches

EMIRATES	BRANCH	Location	Working Hours	IPO Working Hours	Contact
Dubai	Jumeirah Branch	Emirates NBD Building, Al Wasl Rd Intersection, Umm Suquiem 3, Jumeirah, Dubai	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 3623 476
			Friday (8:00 AM - 11:30 AM)	Friday (8:00 AM - 11:00 AM)	
			Saturday (8:00 AM - 3:00 PM)	Saturday (8:00 AM - 1:00 PM)	
Abu Dhabi	Khalifa Branch	Ground Floor, Al Neem Building, Shaikh Khalifa Street, Abu Dhabi	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 3623 476
			Friday (8:00 AM - 11:30 AM)	Friday (8:00 AM - 11:00 AM)	
Abu Dhabi	Abu Dhabi Main office Branch	Ground floor, Capital Plaza tower, Abu Dhabi	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 3623 476
			Friday (8:00 AM - 11:30 AM)	Friday (8:00 AM - 11:00 AM)	
			Saturday (8:00 AM - 3:00 PM)	Saturday (8:00 AM - 1:00 PM)	
Al Ain	Al Ain Khalifa Street Branch	Sheikh Khalifa Bin Zayed St, (in front of Burjeel Hospital), Al Ain	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 3623 476
			Friday (8:00 AM – 11:30 AM)	Friday (8:00 AM - 11:00 AM)	
			Saturday (8:00 AM - 3:00 PM)	Saturday (8:00 AM - 1:00 PM)	
Sharjah	Sharjah Main Branch	Ground Floor, Emirates NBD Building, Immigration Road, Al Qassimia Area, Sharjah	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 3623 476
			Friday (8:00 AM - 11:30 PM)	Friday (8:00 AM - 11:00 AM)	
			Saturday (8:00 AM - 3:00 PM)	Saturday (8:00 AM - 1:00 PM)	

First Abu Dhabi Bank - Participating Branches

#	Branch name	Branch Type	Customer Timing (Monday -Saturday)	Branch Address
S.No	Branch name	Branch Location-Area	Customer Timing	Branch Address
1	Business Park, Abu Dhabi	Abu Dhabi	08: am to 03:00 pm (Monday-Thursday);	Khalifa Park Al Qurm, PO BOX:6316
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	
2	FAB One Tower, Abu Dhabi	Abu Dhabi	08: am to 03:00 pm (Monday-Thursday);	Intersection of Shaikh Khalifa street and Baniyas street,PO BOX:2993
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	
3	Salam Street	Abu Dhabi	08: am to 03:00 pm (Monday-Thursday);	Salam Street, Abu Dhabi
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	
4	Al Ain New	Al Ain - Abu Dhabi	08: am to 03:00 pm (Monday-Thursday);	Al Ain New PO BOX: 17822
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	
5	Bur Dubai	Dubai	08: am to 03:00 pm (Monday-Thursday);	Abdulla Al Rostamani Building, Khalid Bin Walid Road, Bur Dubai; PO BOX:115689
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	
6	Sheikh Zayed Rd.	Dubai	08: am to 03:00 pm (Monday-Thursday);	ALQUZE NEXT TO GOLDEN DAIMOND ;PO BOX:52053
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	
7	Sharjah	Sharjah	08: am to 03:00 pm (Monday-Thursday);	Al Reem Plaza, Ground floor Buheira Corniche, Sharjah;PO BOX:1109
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	
8	Ajman	Ajman	08: am to 03:00 pm (Monday-Thursday);	Lulu Center, Al Ittihad street, Downtown, Ajman
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	
9	Fujairah	Fujairah	08: am to 03:00 pm (Monday-Thursday);	Opposite to Plaza Theatre Hamdan Bin Abdulla street;PO BOX:79
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	
10	RAK (LNBAD)	Ras Al Khaimah	08: am to 03:00 pm (Monday-Thursday);	FAB RAK (LNBAD) , Corniche Al Qawasim Road , Near to NMC Royal Medical Center , RAK
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	
11	Umm Al Quwain	Umm Al Quwain	08: am to 03:00 pm (Monday-Thursday);	Building No 211, King Faisal Road Al Maidan Area, Umm Al Quwain;Po BOX:733
			08:00 am to 12:30 pm (Friday)	
			08: am to 03:00 pm (Saturday)	

ANNEX IV: DEFINITIONS

In this Offer Document, unless the context otherwise requires, the following terms shall have the meanings set out below:

"Acceptance and Transfer Form" means the form of acceptance relating to the Offer, set out in Annex I to this Offer Document;

"AD Ports" or the "Company" means Abu Dhabi Ports Company PJSC, a public joint stock company incorporated in Abu Dhabi, UAE, with commercial registration number 1004600;

"AD Ports Financial Statements" means the financial statements of AD Ports which can be accessed through the links set out in Annex II to this Offer Document;

"AD Ports Share" means a share in the capital of AD Ports with a nominal value of AED 1;

"AD Ports Shareholder" means a holder of AD Ports Shares;

"ADCSD" means the Abu Dhabi Depository LLC;

"ADQ" means Abu Dhabi Developmental Holding Company PJSC, a public joint stock company incorporated in Abu Dhabi, UAE;

"ADX" means the Abu Dhabi Securities Exchange;

"AED" means the United Arab Emirates dirham, being the lawful currency of the UAE;

"Announcement" means the announcement by ADQ of its firm intention to make the Offer, dated 17 August 2026;

"Business Day" means any day (other than a Saturday, Sunday or public holiday) on which banks are open for general business in Abu Dhabi;

"Closing Date" means 3:00 PM (UAE time) on 15 September 2026, or such later date as may be determined by ADQ with the approval of the CMA;

"CMA" means the Capital Market Authority of the United Arab Emirates;

"Co-Lead Manager" means EFG Hermes UAE Limited;

"Conditions" means the conditions to the Offer set out in paragraph 7 of Section I of this Offer Document;

"Joint Lead Managers" means Emirates NBD Capital LLC and First Abu Dhabi Bank PJSC;

"Joint Lead Receiving Banks" means Emirates NBD Bank PJSC and First Abu Dhabi Bank PJSC;

"L'IMAD" means L'imad Holding Company PJSC, the sole shareholder of ADQ;

"Offer" means the voluntary conditional cash offer made by ADQ to acquire the Offer Shares on the terms and subject to the conditions set out in this Offer Document;

"Offer Document" means this document;

"Offeror" means ADQ;

"Offer Period" means the period from the date of the Announcement until the earlier of the Closing Date and the date on which the Offer lapses or is withdrawn;

"Offer Price" means AED 6.25 per AD Ports Share;

"Offer Shares" means the 1,251,248,000 AD Ports Shares to which the Offer relates, being all AD Ports Shares not already owned by ADQ;

"Participating Branches" means the branches of the Joint Lead Receiving Banks listed in Annex III;

"Restricted Jurisdiction" means any jurisdiction where the extension or acceptance of the Offer would violate the law of that jurisdiction;

"UAE" means the United Arab Emirates;

"Unconditional Date" means the date on which the Offer becomes or is declared unconditional in all respects; and

"United States" means the United States of America, its territories or possessions, any State of the United States or the District of Columbia.