

THIS IS A PUBLIC OFFER TO SUBSCRIBE FOR SHARES IN A FREE ZONE COMPANY IN A PUBLIC SUBSCRIPTION IN THE UAE ONLY

ADNOC GAS PLC

(AN ABU DHABI GLOBAL MARKET ("ADGM") FREE ZONE PUBLIC COMPANY LIMITED BY SHARES) (THE "COMPANY")



Dated: 17 February 2023

The sale, in a public subscription in the United Arab Emirates (the "UAE") only, of 3,070,056,880 ordinary shares with a nominal value of USD 0.250 (being equivalent to AED 0.918) each (the "Offer Shares") of the Company by the Company's shareholder, Abu Dhabi National Oil Company (ADNOC) P.J.S.C ("ADNOC" or the "Selling Shareholder"), representing approximately 4% of the total issued share capital of the Company. The Selling Shareholder reserves the right to amend the size of the Offering at any time prior to the end of the subscription period at its sole discretion, subject to applicable laws of the UAE and the approval of the Securities and Commodities Authority of the UAE (the "SCA" or the "Authority"). The offer price will be in AED and determined based on the offer price range (the "Offer Price Range"), which will be announced in a separate announcement that will be published on the first day of the Offer Period on 23 February 2023.

The Selling Shareholder has the pleasure to announce the public offer to subscribe for shares in a public subscription in the UAE (the "Offering") of 3,070,056,880 Offer Shares in the capital of the Company. The Offer Shares represent approximately 4% of the total issued share capital of the Company. The final offer price of the offer shares ("Final Offer Price") will be determined through the application of a book building process, where a subscription orders ledger will be created through the subscription orders made by the Professional Investors only.

Approval of the Competent Authorities

The SCA has approved the publication of this announcement, the SCA's approval on the publication does not constitute an endorsement of the feasibility of investment nor a recommendation to subscribe to the shares; this announcement shall be read in conjunction with the Prospectus. The SCA is not considered responsible for the accuracy, completeness or adequacy of the information contained in the Prospectus and SCA does not bear any responsibility for any damages or losses incurred by any person as a result of relying on the Prospectus or any part of it. The members of the Company's board of directors (the "Board"), jointly and severally, bear full responsibility regarding the validity of the information and data contained in the Prospectus, and they confirm, to the extent of their knowledge and belief, and subject to due diligence and after conducting reasonable studies, that there are no other facts or material information, which were not included in the Prospectus that renders any statement contained therein misleading to the Subscribers or influencing their decision to invest.

The total issued ordinary shares in the capital of the Company ("Shares") have not been registered with any other regulatory authority in any other jurisdiction.

Selling Shareholder

ADNOC will own, after the Offering, approximately 91% of the Shares, all of which will have been paid in-full.

Investment Risks

Investment in the Offer Shares involves a high degree of risk. Subscribers should carefully read the "Investment Risks" and "Important Notice" sections of the Prospectus to inform themselves about factors that should be considered before submitting a subscription application for the Offer Shares.

If all of the Offer Shares are allocated, the Offer Shares will represent approximately 4% of the total Shares (this percentage has been calculated based on the total number of Shares in the share capital of the Company).

Prior to this Offering, the Shares have not been listed in any financial market and there has been no public market for the Shares. Following the closing of the Offer Period and the completion of the subscription process, the Company will apply to list its Shares on the Abu Dhabi Securities Exchange (the "ADX").

The Company is a world-class, large-scale integrated gas processing company operating across the gas value chain, from receipt of raw gas feedstock from ADNOC through our large, long-life operations for gas processing and fractionation to the sale of our products to domestic and international customers. We believe we are a progressive energy company with a determined focus on sustainability across our business and are seeking to be a leader in our field. We purchase our rich feedstock from ADNOC (which benefits from among the lowest emission intensity reserves globally) through a 25-year Gas Supply and Payment Agreement ("GSPA"), providing us with reliable access to the production from ADNOC's upstream gas operations in Abu Dhabi, which is estimated to hold more than 95% of the UAE's natural gas reserves. By feeding the rich feedstock we receive from ADNOC through our gas processing capabilities, we produce an attractive product mix, including methane (also referred to as sales gas), ethane, propane and butane (propane and butane together being referred to as "liquid petroleum gases" or "LPG"), paraffinic naphtha (together with ethane and LPG, "natural gas liquids" or "NGLs"), condensate and sulphur. In addition, through our liquefaction operations we produce liquefied natural gas ("LNG"). Our industrial gases business, which represents a smaller part of our operations, produces vital industrial gases such as gaseous and liquid nitrogen, liquid oxygen and a mix of krypton and xenon, and is expected to play a critical role in growing the UAE's industrial sector and achieving its low carbon hydrogen economy ambitions through our contribution to the production of low carbon ammonia. We market our products ourselves or through the ADNOC Group to end-customers in over 20 countries. Our domestic gas processing products (sales gas and ethane) are mostly transported through our managed pipeline network. Our international gas processing products are mostly sold to ADNOC Global Trading ("AGT") to be marketed globally, and our LNG is marketed globally through Abu Dhabi Gas Liquefaction Company Limited ("ALNG") which is part of the Company's group.

Our integrated platform is currently the only pathway through which ADNOC is able to monetise Abu Dhabi's raw gas resources. In addition, our platform provides the lean gas ADNOC requires for critical upstream re-injection applications to allow enhanced condensate and NGL recovery and better reservoir management, which in turn increases the amount of liquid-rich associated raw gas feedstock that we receive under the GSPA. We believe we are a progressive energy company with a determined focus on sustainability across our business, and strengthen ADNOC's position in an evolving global energy landscape, further preparing ADNOC for the future and helping to drive its decarbonisation efforts. Our platform contributes to ADNOC's ambitious growth plans and decarbonisation agenda by enabling ADNOC to maintain minimal levels of flaring intensity upstream as the associated gas is directed to ADNOC Gas for processing and monetising. We are also critical to the Abu Dhabi and wider UAE economies, as we provide the UAE with more than 60% of its sales gas needs to power homes, businesses, industries and other commercial establishments, and to supply our products which are necessary to the development of the country's industrial base and petrochemicals industry, supporting the UAE's goal of gas self-sufficiency. We believe the Company's group is a critical catalyst for the development of the UAE economy and an enabler for its diversification and decarbonisation and preparing the UAE industry for the future.

Objects of the Company

The primary objective of the Company includes, among others, processing, exploitation and use of natural, industrial and all composites of gas and all products derived from gas.

Selling Shareholder and Other Shareholders

Before Offering: The shareholders named below and in the Prospectus own, prior to the Offering, all the Shares as per the below table:

Shareholder	Nationality	Ownership percentage*
Abu Dhabi National Oil Company (ADNOC) P.J.S.C (Selling Shareholder)	United Arab Emirates	Approximately 95%
Abu Dhabi National Energy Company PJSC (TAQA)	United Arab Emirates	Approximately 5%

* Rounded to the nearest whole number

Assuming all of the Offer Shares are allocated, it is expected that the Selling Shareholder will have 69,843,794,032 Shares representing approximately 91% (ninety one per cent) of the Company's share capital. The Company has presented its plan to the Authority for the Selling Shareholder to offer approximately 4% (four per cent) of the total share capital.

After Offering

Name	Nationality	Type of Shares	Number of Shares owned	Total value of Shares owned*	Ownership percentage**
Abu Dhabi National Oil Company (ADNOC) P.J.S.C	United Arab Emirates	Ordinary	69,843,794,032	17,460,948,508	Approximately 91%
Abu Dhabi National Energy Company PJSC (TAQA)	United Arab Emirates	Ordinary	3,837,571,100	959,392,775	Approximately 5%
Subscribing shareholders at completion of the Offering		Ordinary	3,070,056,880	767,514,220	Approximately 4%

* Based on a nominal value of USD 0.250 per Share

** Rounded to the nearest whole number

Board of Directors

The Board consists of 7 directors, all of whom are non-executive directors and all of whom are independent Directors:

Name	Nationality	Position
H.E. Dr. Sultan Ahmed Sultan Essa Al Jaber	UAE	Chairperson (Independent Member)
H.E. Kamal Ishaq Abdulla Ismail Almaazmi	UAE	Director (Independent Member)
H.E. Mohamed Hassan Mohamed Hassan Alsuwaidi	UAE	Director (Independent Member)
Khaled Salmeen Anber Salmeen	UAE	Director (Independent Member)
Abdulmunim Saif Hamoud Ahmed Alkindi	UAE	Director (Independent Member)
Musabbeh Helal Musabbeh Ali Alkaabi	UAE	Director (Independent Member)
Fatema Mohamed Abdulla Alshaibeh Alnuaimi	UAE	Director (Independent Member)

Key Terms of the Offering

- Name of the Company:** ADNOC Gas plc.
- Share capital:** The share capital of the Company as at the date of the Listing has been set at USD 19,187,855,503 (being equivalent to AED 70,467,399,335) divided into 76,751,422,012 Shares paid-in-full, with the nominal value of each Share being USD 0.250 (being equivalent to AED 0.918).
- Percentage, number and type of the Offer Shares:** 3,070,056,880 Shares, all of which are ordinary shares and which constitute approximately 4% of the Company's total issued share capital and which are being offered for sale by the Selling Shareholder. All Shares are of the same class and carry equal voting rights and rank *pari passu* in all other rights and obligations. The Selling Shareholder reserves the right to amend the size of the Offering at any time prior to the end of the subscription period at its sole discretion, subject to the applicable laws of the UAE and the approval of the SCA.
- Offer Price Range:** The Offer Price Range will be in UAE dirhams and will be published on the same day of the opening of the Offer Period on 23 February 2023.
- Offer Period:** The Offer Period for the First Tranche and Third Tranche (each as described in the Prospectus) starts on 23 February 2023 and is expected to close on 1 March 2023. The Offer Period for the Second Tranche (as described in the Prospectus) starts on 23 February 2023 and is expected to close on 2 March 2023.
- Subscription costs / Offering expenses:** All expenses of the Offering (including selling commissions and any discretionary fees) will be borne by the Selling Shareholder.
- Receiving Banks:**
 - Lead Receiving Bank:** First Abu Dhabi Bank PJSC ("FAB").
 - Receiving Banks:** Abu Dhabi Commercial Bank PJSC ("ADCB"), Abu Dhabi Islamic Bank PJSC ("ADIB"), and Al Maryah Community Bank ("AMCB").
- Eligibility of the qualified categories of Subscriber to apply for the acquisition of the Offer Shares:**
 - First Tranche:** 10% (ten per cent) of the Offer Shares, representing up to 307,005,688 (Three Hundred and Seven Thousand Five Thousand Six Hundred and Eighty Eight) Shares, are allocated to the First Tranche. The Selling Shareholder reserves the right to increase the size of the First Tranche at any time prior to the end of the subscription period at its sole discretion, subject to the approval of the SCA. Any increase in the size of the First Tranche will result in a corresponding reduction in the size of the Second Tranche and/or the Third Tranche (as applicable), provided that the subscription percentage of the Subscribers in the Second Tranche does not fall below 60% (sixty per cent) of the Offer Shares and the subscription percentage of the Subscribers in the First Tranche and Third Tranche does not exceed 40% (forty per cent) of the Offer Shares in aggregate. Each Subscriber in the First Tranche will be guaranteed a minimum allocation of up to 2,500 Shares, subject to (i) the total number of Shares allocated pursuant to the minimum guaranteed allocation in the First Tranche not exceeding the total number of Shares available in the First Tranche; and (ii) the number of Shares allocated to any single Subscriber in the First Tranche pursuant to the minimum guaranteed allocation in the First Tranche not exceeding the number of Shares applied for by the said Subscriber in the First Tranche based on the Final Offer Price. The final minimum guaranteed allocation for each Subscriber in the First Tranche shall be determined at the end of the subscription period based on the total number of Subscribers in the First Tranche and the Final Offer Price.

If all of the Offer Shares in the First Tranche are not fully subscribed, the unsubscribed Offer Shares will be made available to Second Tranche Subscribers, or alternatively (in consultation with SCA) the Selling Shareholder may (i) extend the Closing Date for the First Tranche, the Second Tranche and the Third Tranche or (ii) close the Offering at the level of subscriptions received.

The First Tranche is restricted to the following persons:

Individual Subscribers

Natural persons (including Assessed Professional Investors (as described under the Second Tranche who do not participate in the Second Tranche or Third Tranche) who hold a NIN with the ADX and have a bank account (except for any person who is resident in the United States within the meaning of the US Securities Act 1933, as amended (the "US Securities Act"). There are no other citizenship or residence requirements to qualify as an Individual Subscriber.

Minors are permitted to apply for Offer Shares in accordance with the procedures applied by the Receiving Banks and the laws in force in this regard.

Other investors

Other investors (companies and establishments) who do not participate in the Second Tranche or Third Tranche and who have a bank account (except for any person who is resident in the United States within the meaning of the US Securities Act).

All Subscribers in the First Tranche must hold a NIN with ADX.

- Second Tranche:** 88% (eighty eight per cent) of the Offer Shares, amounting to up to 2,701,650,054 (Two Billion Seven Hundred and One Million Six Hundred Fifty Thousand and Fifty Four) Shares are allocated to the Second Tranche, which is restricted to "Professional Investors" (as defined in the SCA Board of Directors' Chairman Decision No.13/R.M of 2021 (as amended from time to time)), which specifically include those investors which can be categorised in the following manner:

Professional Investors

- "Deemed Professional Investors", which include:
 - international corporations and organisations whose members are state, central banks or national monetary authorities;
 - governments, government institutions, their investment and non-investment bodies and companies wholly owned by them;
 - central banks or national monetary authorities in any country, state or legal authority;
 - capital market institutions licensed by the Authority or regulated by a supervisory authority equivalent to the Authority;

- financial institutions;
 - regulated financial institutions, local or foreign mutual investment funds, regulated pension fund management companies and regulated pension funds;
 - any entity whose main activity represents investment in financial instruments, asset securitisation or financial transactions;
 - any company whose shares are listed or accepted to trade in any market of an IOSCO member country;
 - a trustee of a trust which has, during the past 12 months, assets of AED 35,000,000 or more;
 - the holder of a license pursuant to the regulations on (single family offices) only with respect to conducting activities for purposes of discharging obligations as a (single family office), and subject to having assets valued at not less than AED 15,000,000;
 - joint ventures and associations which have or had, at any time during the past two years, net assets of AED 25,000,000 or more (excluding partner and shareholder loans); and
 - a body corporate who fulfils (on the date of its last financial statements) a "large undertaking" test, whereby it fulfils at least two of the following requirements:
 - holds total assets of AED 75,000,000 or more (excluding short-term liabilities and long-term liabilities);
 - has a net annual revenue of AED 150,000,000 or more; or
 - an aggregate total of cash and investments on its balance sheet; or its total equity (after deducting paid up share capital), is not less than AED 7,000,000;
- (ii) "Service-Based Professional Investors", which include:
- any person conducting an activity involving the provision of credit facilities for commercial purposes for:
 - an undertaking;
 - a person in control of an undertaking;
 - any member of the group to which the undertaking belongs; or
 - Any joint investment venture in which the undertaking is a partner.
 - A person conducting credit facility and investment deal arrangement services in connection with structuring, financing, and companies.
- (iii) "Assessed Professional Investors", which include:
- a natural person who owns net assets, excluding the value of their main residence, of not less than AED 4,000,000 (a "HNWI");
 - a natural person who is:
 - approved by the Authority or a similar supervisory authority;
 - employed at a licensed entity or a regulated financial institution who has been employed for the past two years;
 - of sufficient knowledge and experience in respect of the relevant investments and their risks (based on suitability criteria); or
 - represented by an entity licensed by SCA;
 - a natural person (the "account participant") with a joint account for investment management with a HNWI (the "main account holder"), provided that each of the following conditions is satisfied:
 - the account participant must be an immediate or second degree relative of the main account holder;
 - the account is used to manage the investments of the main account holder and its Subscribers; and
 - written confirmation is obtained from the Subscriber (i.e. the account participant) confirming that investment decisions relating to the joint investment account are made on their behalf by the main account holder;
 - special purpose vehicles and trusts established for the purpose of managing an investment portfolio of assets for a HNWI; and
 - an undertaking which:
 - maintains an aggregate total of cash and investments on its balance sheet or total equity (after deducting paid up share capital), of no less than AED 4,000,000;
 - has sufficient knowledge and experience in respect of the relevant investments and their risks (based on suitability criteria); or
 - an undertaking which:
 - is controlled by a natural person who holds majority of the shares or voting rights in the relevant undertaking or possesses the ability to appoint or remove the majority of the relevant undertaking's board of directors;
 - has a holding or subsidiary company; or
 - has a joint venture partner that meets the definition of a Deemed Professional Investor or an Assessed Professional Investor,

who, in each case, have been approved by the Company and the Selling Shareholder, in consultation with the Joint Lead Managers (excluding HSBC Bank Middle East Limited in connection with any Offering to natural persons) and to which the following characteristics apply: (a) a person in the United States who is a qualified institutional buyer ("QIB"), as defined in Rule 144A under the US Securities Act ("Rule 144A") and to whom an offer can be made in accordance with Rule 144A, (b) a person outside the United States to whom an offer can be made in reliance on Regulation S under the US Securities Act, (c) a person in the DIFC to whom an offer can be made in accordance with the Markets Rules (MKT) Module of the DFSA Rulebook, and made only to persons who meet the "Deemed Professional Client" criteria set out in the Conduct of Business (COB) Module of the DFSA Rulebook and who are not natural persons, or (d) a person in the ADGM to whom an offer can be made in accordance with the Financial Services Regulatory Authority (the "FSRA") Financial Services and Markets Regulations (the "FSMR") and the FSRA Market Rules and made only to persons who are "Authorised Persons" or "Recognised Bodies" (as such terms are defined in the FSMR) or persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 18 of the FSMR) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated.

All Second Tranche Subscribers must hold a NIN with ADX.

If all of the Offer Shares in the Second Tranche are not fully subscribed, then the Offer will be withdrawn.

The minimum application size for the Subscribers in the Second Tranche is AED 5,000,000.

There is no maximum application size for Subscribers in the Second Tranche.

- Third Tranche:** 2% (two per cent) of the Offer Shares, representing 61,401,138 (Sixty One Million Four Hundred and One Thousand One Hundred and Thirty Eight) Shares are allocated to the Third Tranche. The Selling Shareholder reserves the right to increase the size of the Third Tranche at any time prior to the end of the subscription period at its sole discretion, subject to the approval of the SCA. Any increase in the size of the Third Tranche will result in a corresponding reduction in the size of the First Tranche and/or the Second Tranche, provided that the subscription percentage of the Subscribers in the Second Tranche does not fall below 60% (sixty per cent) of the Offer Shares and the subscription percentage of the Subscribers in the First Tranche and Third Tranche does not exceed 40% of the Offer Shares in aggregate. Each Subscriber in the Third Tranche will be guaranteed a minimum allocation of up to 5,000 Shares, subject to (i) the total number of Shares allocated pursuant to the minimum guaranteed allocation

in the Third Tranche not exceeding the total number of Shares available in the Third Tranche; and (ii) the number of Shares allocated to any single Subscriber in the Third Tranche pursuant to the minimum guaranteed allocation in the Third Tranche not exceeding the number of Shares applied for by the said Subscriber in the Third Tranche based on the Final Offer Price. The final minimum guaranteed allocation for each Subscriber in the Third Tranche shall be determined at the end of the subscription period based on the total number of Subscribers in the Third Tranche and the Final Offer Price.

The Third Tranche is restricted to the following persons:

Natural persons (including Assessed Professional Investors (as described under the Second Tranche)), who have a bank account and do not participate in the First Tranche and who are;

- The relevant individuals employed by any of the ADNOC Group Companies residing in UAE (“**ADNOC Group Companies Employees**”); or
- Retired employees of the ADNOC Group Companies, who are UAE nationals and residing in the UAE (“**UAE National Retirees**”).

All Subscribers in the Third Tranche must hold a NIN with ADX.

Neither HSBC Bank Middle East Limited nor any of its respective affiliates is responsible for participating in, marketing or managing any aspect of the Offering to natural persons (including natural persons constituting Assessed Professional Investors who do not participate in the Second Tranche).

- Minimum subscription:** The minimum subscription in Offer Shares in the First Tranche and the Third Tranche has been set at AED 5,000 with any additional investment to be made in increments of at least AED 1,000. The minimum subscription for Offer Shares in the Second Tranche has been set at AED 5,000,000.
- Maximum subscription:** No maximum subscription in Offer Shares has been set.
- Public subscription in the Offer Shares is prohibited as follows:** Public subscription is prohibited to any Subscriber whose investment is restricted by the laws of the jurisdiction where the Subscriber resides or by the laws of the jurisdiction to which the Subscriber belongs. It is the Subscriber’s responsibility to determine whether the Subscriber’s application for, and investment in, the Offer Shares conforms to the laws of the applicable jurisdiction(s).
- Subscription by Selling Shareholder:** The Selling Shareholder may not subscribe for Offer Shares, whether directly or indirectly, or through its subsidiaries.
- Lock-up period:** The Shares held by the Selling Shareholder and Abu Dhabi National Energy Company PJSC (TAQA) following completion of the Offering shall, subject to certain exceptions, be subject to a lock-up which starts on the date of Listing of the Shares and ends 12 months thereafter.
- Subscription Applications**

Each Subscriber in the First Tranche and the Third Tranche may submit one subscription application only (i) in the case of a subscription application by a natural person, in his or her personal name (unless he or she is acting as a representative for another Subscriber, in which case the subscription application will be submitted in the name of such Subscriber) or (ii) in the case of a subscription application by a corporate entity, in its corporate name. In case a Subscriber submits more than one application in his or her personal name or its corporate name, the Receiving Banks and the Joint Lead Managers reserve the right to disqualify all or some of the subscription applications submitted by such Subscriber and not to allocate any Offer Shares to such Subscriber.

Subscribers must complete all of the relevant fields in the subscription application and submit it to any Receiving Bank or through one of the electronic subscription channels as set out below, together with all required documents and the subscription amount during the Offer Period for the First Tranche and the Third Tranche.

The completed subscription application should be clear and fully legible. If it is not, the Receiving Bank shall refuse to accept the subscription application from the Subscriber until the Subscriber satisfies all the required information or documentation before the close of the subscription.

All of the Third Tranche Subscribers who are interested in participating in the Third Tranche are required to submit their Expression of Interest (“**EOI**”) along with their corresponding NIN details through the platforms provided by ADNOC. The list of Third Tranche Subscribers who had submitted their EOI will be forwarded to the Lead Receiving Bank a day prior to the start of the subscription period and any incremental additions to the list of Third Tranche Subscribers will be provided to the Lead Receiving Bank on a daily basis until 12:00PM on 28 February 2023. Any EOI received thereafter will not qualify for the Third Tranche allocation.

If any of the Third Tranche Subscribers participating in the Third Tranche have not provided his/her EOI prior to the date and time stipulated above, their subscription will be shifted to the First Tranche, and if any of the Third Tranche Subscribers participating in the First Tranche have provided his/her EOI prior to the date and time stipulated above, their subscription will be shifted to the Third Tranche.

Subscription for Offer Shares would deem the Subscriber to have accepted the Articles of Association and complied with all the resolutions issued by the Company’s general meeting. Any conditions added to the subscription application shall be deemed null and void. No photocopies of subscription applications shall be accepted. The subscription application should only be fully completed after reviewing the Prospectus and the Articles of Association. The subscription application then needs to be submitted to any of the Receiving Banks’ branches mentioned herein or through electronic channels (see “**E-Subscription**”).

The Subscribers or their representatives shall affirm the accuracy of the information contained in the application in the presence of the bank representative in which the subscription was made. Each subscription application shall be clearly signed or certified by the Subscriber or his or her representative.

The Receiving Banks may reject subscription applications submitted by any Subscriber in the First Tranche and the Third Tranche for any of the following reasons:

- if the subscription application form is not complete or is not correct with regard to the amount paid or submitted documents (and no Offer Participant takes responsibility for non-receipt of an allotment of Offer Shares if the address of the Subscriber is not filled in correctly);
- if the subscription application amount is paid using a method that is not a permitted method of payment;
- if the subscription application amount presented with the subscription application does not match the minimum required investment or the increments set for the First Tranche and the Third Tranche offer;
- if the completed subscription application form is not clear and fully legible;
- if the Manager’s Cheque is returned for any reason;
- if the amount in the bank account mentioned in the subscription application form is insufficient to pay for the application amount mentioned in the subscription application form or the Receiving Bank is unable to apply the amount towards the application whether due to signature mismatch or any other reasons;
- if the NIN is not made available to the ADX or if the NIN is incorrect;
- if multiple or duplicate subscription applications are found (any acceptance of such applications being solely at the discretion of the Selling Shareholder);
- if the subscription application is otherwise found not to be in accordance with the terms of the Offering;
- if the Subscriber is found to have submitted more than one application (it is not permitted to apply in any two or more of the First Tranche, the Second Tranche and the Third Tranche together). Accepting such application is at the sole discretion of the Selling Shareholder;
- if the Subscriber is a natural person and is found to have submitted the subscription application other than in his or her personal name (unless he or she is acting as a representative for another Subscriber);
- if a Subscriber has not adhered to the rules applicable to the First Tranche, the Second Tranche or the Third Tranche offers;
- if it is otherwise necessary to reject the subscription application to ensure compliance with the provisions of the Companies Regulations, the Articles of Association, the Prospectus or the requirements of the UAE Central Bank, SCA or the ADX; or
- if for any reason FTS/SWIFT or other Receiving Banks Channels transfer of funds fails or the required information in the special fields is not enough to process the application.

The Receiving Banks and the Joint Lead Managers may reject the application for any of the reasons listed above at any time until allocation of the Offer Shares and have no obligation to inform the Subscribers before the notification of the allocation of Offer Shares to such rejected Subscribers.

Documents accompanying Subscription Applications

Subscribers shall submit the following documents along with their subscription application forms:

for *individuals* who are UAE or GCC nationals or nationals of any other country:

- the original and a copy of a valid passport or Emirates Identity Card (“**Emirates ID**”); and
- in case the signatory is different from the Subscriber:
 - the duly notarized power of attorney held by that signatory or a certified copy by UAE-regulated persons/bodies, such as a notary public, or as otherwise duly regulated in the country;
 - the original passport or Emirates ID of the signatory for verification of signature and a copy of the original passport or Emirates ID; and
 - a copy of the passport or Emirates ID of the Subscriber for verification of signature; and
- in case the signatory is a guardian of a minor, the following will be submitted:
 - original and copy of the guardian’s passport or Emirates ID for verification of signature;
 - original and copy of the minor’s passport; and
 - 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);

for *corporate bodies* including banks, financial institutions, investment funds and other companies and establishments:

- UAE registered corporate bodies:
 - the original and a copy of a trade license or commercial registration for verification or a certified copy by one of the following UAE-regulated persons/ bodies; a notary public or as otherwise duly regulated in the country;
 - the original and a copy of the document that authorizes the signatory to sign on behalf of the Subscriber and to represent the Subscriber, to submit the application, and to accept the terms and conditions stipulated in the Prospectus and in the subscription form; and
 - the original and a copy of the passport or Emirates ID of the signatory.
- foreign corporate bodies: the documents will differ according to the nature of the corporate body and its domicile. Accordingly, please consult with the Joint Lead Managers to obtain the list of required documents; and

for *individuals* who are ADNOC Group Companies Employees or UAE National Retirees participating in the Third Tranche:

- their EOI along with their corresponding NIN details through the platforms provided; and
- the original and a copy of a valid passport or Emirates ID.

E-Subscription

FAB EIPO-Subscription

Access <https://www.bankfab.com/en-ae/cib/ipo/subscription>.

Refer to the “How to subscribe page” and follow the instructions and submit subscriptions for the First Tranche.

FAB Mobile Banking application is available for FAB clients.

If you need any support, please call FAB Call Centre at +97126161800.

ADIB E-Subscription

ADIB’s electronic subscription channels, including online internet banking, are accessible via ADIB’s official website www.adib.ae and mobile banking app. These are duly interfaced with the ADX database and are only available to ADIB account holders.

ADIB account holders will access ADIB’s electronic subscription channels with their relevant username and password and this will be deemed to be sufficient for the purposes of fulfilling the identification requirements.

ADIB account holders complete the electronic application form relevant to their tranche by providing all required details including an updated ADX NIN, an active ADIB account number, the amount they wish to subscribe for, and by selecting the designated brokerage account.

By submitting the electronic subscription form, the ADIB account holder accepts the Offering terms and conditions, authorizes ADIB to debit the amount from the respective ADIB account and to transfer the same to the IPO account in favor of the issuer account held at ADIB, as detailed in the subscription application.

ADIB account holders with a successful subscription automatically receive an acknowledgement of receipt by email and have to keep this receipt until they receive the allotment notice.

If you need any support, please call ADIB Call Centre at + 971 2 652 0878.

ADCB E-Subscription

To subscribe through ADCB e-subscription, please follow the steps below:

- ADCB customers to visit the <https://www.adcb.com/ADNOCGas> and click “Subscription Link”.
- Complete login authentication (using UAE Pass or customer ID, mobile number and OTP).
- Enter NIN number.
- Select broker, enter subscription amount, select account and submit.

In case of any issues or support, please contact ADCB call centre at 600502030.

Mbank UAE Mobile Banking Application

For applying through Al Maryah Community Bank LLC’s MBank UAE app:

- Access <https://www.mbank.ae/IPO>.
- Refer to the section “How to subscribe” for instructions on subscribing through Mbank UAE app on your mobile device (the app is available for download on the Apple App store and Google Play).
- Applicants can also issue ADX NINs from the Mbank mobile app.
- Subscription applications through Al Maryah Community Bank LLC will only be accepted if made by UAE residents.

In case of any issues or support, please contact Mbank call centre at 600 571 111.

ADX ePortal Subscription

For applying through the ADX ePortal:

- Please access :
 - For Arabic – <https://www.adx.ae/Arabic/Pages/ProductsandServices/ipo.aspx>
 - For English - <https://www.adx.ae/English/Pages/ProductsandServices/ipo.aspx>
- Please refer to the “ADX IPO ePortal Subscription Instructions” page and follow the instructions.
- Click on the IPO Subscription link provided to subscribe for the First Tranche and Third Tranche.

Please reach us on 800-ADX(239) or via email on info@adx.ae for any queries on the above.

Important dates relevant to the methods of payment of the subscription amounts

- Subscription amounts paid by way of cheque must be submitted by 12:00PM (mid-day) on 27 February 2023 (2 working days prior to the Closing Date).
- Subscription applications received through online/FTS must be made before 12:00PM (mid-day) on 28 February 2023 (1 working day prior to the Closing Date).

Notice of Allocation

A notice to successful Subscribers in the First Tranche and the Third Tranche will be notified by SMS of the number of Offer Shares allocated to them. This will be followed by a notice setting out each Subscriber’s allocation of Offer Shares, which will be sent by registered mail to each Subscriber or email provided in the subscription form, as applicable.

Investment Risks

Investment in the Offer Shares involves a high degree of risk. Prospective Subscribers should carefully read the “**Investment Risks**” and “**Important Notice**” sections of the Prospectus to inform themselves about factors that should be considered before investing in the Offer Shares.

Important Dates

Event	Date
Offering commencement date (The Offer Period shall continue for 7 days for the First Tranche and Third Tranche Subscribers, and for 8 days for the Second Tranche Subscribers, including Fridays and Saturdays, for the purposes of accepting Subscribers’ applications)	23 February 2023
Closing Date of the First Tranche and the Third Tranche	1 March 2023
Closing Date of the Second Tranche	2 March 2023
Announcement of Final Offer Price	3 March 2023
Allocation of First Tranche and Third Tranche	8 March 2023
SMS confirmation to all successful First Tranche and Third Tranche Subscribers	8 March 2023
Commencement of refunds related to the surplus subscription monies, and any accrued profit resulting thereon, to the First Tranche and Third Tranche Subscribers and commencement of dispatch of registered mail relating to allotment of Offer Shares	8 March 2023
Expected date of Listing of the Shares on the ADX	13 March 2023

The Prospectus and the details of this IPO are also available on the following website <http://www.adnoc.ae/adnocgas-IPO>

The attention of Subscribers is drawn to the “Investment Risks” and “Important Notice” of the Prospectus, which should be carefully considered prior to submitting an Application.

Name and Contact Details of the Offer Participants

Joint Lead Managers	
Abu Dhabi Commercial Bank PJSC Shaikh Zayed Street P.O. Box 939 Abu Dhabi, United Arab Emirates	First Abu Dhabi Bank PJSC FAB Building, Khalifa Business Park, Al Qurm District P.O. Box 6316 Abu Dhabi, United Arab Emirates
EFG Hermes UAE LLC Office 106, The Offices 3, One Central, DWTC P.O. Box 112736 Dubai, United Arab Emirates	HSBC Bank Middle East Limited HSBC Tower, Floor 18, Downtown Dubai P.O. Box 66 Dubai, United Arab Emirates

Lead Receiving Bank
First Abu Dhabi Bank PJSC FAB Building, Khalifa Business Park, Al Qurm District P.O. Box 6316 Abu Dhabi, United Arab Emirates

Receiving Banks	
Abu Dhabi Commercial Bank PJSC Shaikh Zayed Street P.O. Box 939 Abu Dhabi, United Arab Emirates	Abu Dhabi Islamic Bank PJSC Shaikh Rashid bin Saeed Street P.O. Box 313 Abu Dhabi, United Arab Emirates
Al Maryah Community Bank 454 Shakhbout Bin Sultan St., P.O. Box 111485 Abu Dhabi, United Arab Emirates	

Listing Advisor
First Abu Dhabi Bank PJSC FAB Building, Khalifa Business Park, Al Qurm District P.O. Box 6316 Abu Dhabi, United Arab Emirates

IPO Subscription Legal Counsel	
Legal advisor to the Company as to ADGM, UAE, English, and US law Gibson, Dunn & Crutcher LLP Al Sarab Tower, Floor 11, Office 212 ADGM Square, Al Maryah Island Abu Dhabi, United Arab Emirates	Legal advisor to the Company as to UAE law Al Tamimi & Company Al Sila Tower, 26 th Floor, Abu Dhabi Global Market Square, Al Maryah Island P.O. Box 44046 Abu Dhabi, United Arab Emirates
Legal advisor to the Joint Lead Managers as to English and US law Allen & Overy LLP One Bishops Square London E1 6AD United Kingdom	Legal advisor to the Joint Lead Managers as to ADGM and UAE law Allen & Overy LLP 5 th Floor Al Mamoura Building B Muroor Road P.O. Box 7907 Abu Dhabi, United Arab Emirates

Auditors
<i>For the year ended 31 December 2021 and ten-month period ended 31 October 2022 for AGP and ALNG</i> RAI Audit and Tax Services Level 17, Blue Sky Tower P.O. Box 94996 Abu Dhabi, UAE

<i>For the year ended 31 December 2020 for AGP</i> KPMG Lower Gulf Limited Level 19, Nation Towers Corniche Abu Dhabi, UAE

<i>For the year ended 31 December 2020 for ALNG</i> Deloitte & Touche (M.E.) Al Sila Tower, 11 th Floor Abu Dhabi Global Market Square P.O. Box 990 Abu Dhabi, United Arab Emirates
--

IPO Subscription Auditors
Ernst & Young Middle East (Abu Dhabi Branch) P.O. Box 136 Nation Towers, Tower 2, Floor 27 Corniche Road West Abu Dhabi, UAE

Investor Relations Officer
Peter Van Driel Chief Financial Officer Tel: + 97127073177 Email: pdriel@adnoc.ae P.O. Box 665 Abu Dhabi, United Arab Emirates