

FINAL TERMS

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – There are no manufacturers for the purposes of Directive 2014/65/EU (as amended, **MiFID II**). Any person subsequently offering, selling or recommending the Notes (a **distributor**) should consider (i) the target market for the Notes to be eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients to be appropriate. However, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market) and determining appropriate distribution channels.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – There are no manufacturers for the purposes of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**). A distributor should consider (i) the target market for the Notes to be only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR, only; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients to be appropriate. However, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market) and determining appropriate distribution channels.

28 May 2024

MDGH GMTN (RSC) Ltd

Legal entity identifier (LEI): 213800WRY6FRL9IXLT77

**Issue of U.S.\$750,000,000 5.294 per cent. Notes due 2034
under the Global Medium Term Note Programme**

Guaranteed by Mamoura Diversified Global Holding PJSC

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Base Prospectus dated 25 October 2023 and the supplement to it dated 23 May 2024 which together constitute a base prospectus for the purposes of the UK Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all relevant information. The Base Prospectus is available for viewing at the registered office of the Issuer during normal business hours at 2462ResCowork01, 24th Floor, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates and copies may be obtained from the registered office of the Principal Paying Agent during normal business hours at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom. The Base Prospectus and the Final Terms will also be published on the website of the London Stock Exchange (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

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| 1. | (a) | Issuer: | MDGH GMTN (RSC) Ltd |
| | (b) | Guarantor: | Mamoura Diversified Global Holding PJSC |
| 2. | (a) | Series Number: | 32 |

	(b)	Tranche Number:	1
	(c)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.		Specified Currency or Currencies:	U.S. dollars (U.S.\$)
4.		Aggregate Nominal Amount:	
	(a)	Series:	U.S.\$750,000,000
	(b)	Tranche:	U.S.\$750,000,000
5.		Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(a)	Specified Denominations:	U.S.\$200,000 plus integral multiples of U.S.\$1,000 in excess thereof
	(b)	Calculation Amount (in relation to calculation of interest in global form see Conditions):	U.S.\$1,000
7.	(a)	Issue Date:	4 June 2024
	(b)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	4 June 2034
9.		Interest Basis:	5.294 per cent. Fixed Rate (see paragraph 14 below)
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.		Change of Interest Basis:	Not Applicable
12.		Put/Call Options:	Change of Control Put Issuer Call
13.	(a)	Status of the Notes:	Senior
	(b)	Status of the Guarantee:	Senior
	(c)	Date of Board approval for issuance of Notes and Guarantee obtained:	1 March 2021, and 8 April 2009 and 28 February 2021, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions:	Applicable
(a)	Rate of Interest:	5.294 per cent. per annum payable in arrear on each Interest Payment Date
(b)	Interest Payment Dates:	4 June and 4 December in each year up to and including the Maturity Date
(c)	Fixed Coupon Amount for Notes in definitive form (and in relation to Notes in global form see Conditions):	U.S.\$26.47 per Calculation Amount
(d)	Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	Not Applicable
(e)	Day Count Fraction:	30/360
(f)	Determination Date(s):	Not Applicable
15.	Floating Rate Note Provisions:	Not Applicable
16.	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Notice period for Condition 7(b):	Minimum period: 30 days Maximum period: 60 days
18.	Issuer Call:	Applicable
(a)	Optional Redemption Dates:	4 March 2034 or any Business Day thereafter up to (but excluding) the Maturity Date
(b)	Optional Redemption Amount:	U.S.\$1,000 per Calculation Amount
(c)	Notice period:	Minimum period: 30 days Maximum period: 60 days
19.	Investor Put:	Not Applicable
20.	Change of Control Put:	Applicable
(a)	Change of Control Redemption Amount:	U.S.\$1,000 per Calculation Amount
(b)	Notice Period:	Minimum period: 30 days Maximum period: 60 days


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| 21. | Final Redemption Amount: | U.S.\$1,000 per Calculation Amount |
| 22. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | U.S.\$1,000 per Calculation Amount |


GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 23. | Form of Notes: | Registered Notes:

Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg |
| 24. | Additional Financial Centre(s): | London and Taipei |
| 25. | Talons for future Coupons to be attached to Definitive Notes in bearer form: | No |
| 26. | U.S. Selling Restrictions: | Regulation S Category 2; TEFRA not applicable |
| 27. | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| 28. | Prohibition of Sales to UK Retail Investors: | Not Applicable |

Signed on behalf of
MDGH GMTN (RSC) Ltd:

By:  _____
Duly authorised

By:  _____
Duly authorised

Signed on behalf of
Mamoura Diversified Global Holding PJSC:


By: _____
Duly authorised

Signed on behalf of
MDGH GMTN (RSC) Ltd:

By: _____
Duly authorised

By: _____
Duly authorised

Signed on behalf of
Mamoura Diversified Global Holding PJSC:

By:  _____
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and to be listed on the Official List of the FCA with effect from 4 June 2024.

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Taipei Exchange in the Republic of China (the **TPEX**) for the listing and trading of the Notes on the TPEX. The Notes will be traded on the TPEX pursuant to the applicable rules of the TPEX. The effective date of listing of the Notes on the TPEX is on or about 4 June 2024. The TPEX is not responsible for the content of this document and the Base Prospectus and no representation is made by the TPEX to the accuracy or completeness of this document and the Base Prospectus. The TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this document or the Base Prospectus. Admission to listing and trading on the TPEX shall not be taken as an indication of the merits of the Issuer, the Guarantor or the Notes.

- (ii) Estimate of total expenses related to admission to trading: £6,050 in relation to the listing and trading of the Notes on the London Stock Exchange.

New Taiwan Dollars 70,000 in relation to the listing and trading of the Notes on the TPEX.

2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:

Fitch: AA
S&P: AA

Fitch is established in the United Kingdom and registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **UK CRA Regulation**). Fitch is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the

CRA Regulation). The rating assigned by Fitch has been endorsed by Fitch Ratings Ireland Limited in accordance with the CRA Regulation. Fitch Ratings Ireland Limited is established in the European Union and registered under the CRA Regulation.

S&P is established in the European Union and registered under the CRA Regulation. As such, S&P is included in the list of credit rating agencies published by ESMA on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. S&P is not established in the UK and has not applied for registration under the CRA Regulation. The ratings assigned by S&P have been endorsed by S&P Global Ratings UK Limited. S&P Global Ratings UK Limited is established in the UK and is registered in accordance with the UK CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers or their affiliates, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and their affiliates in the ordinary course of business.

4. GREEN NOTES AND REASONS FOR THE OFFER

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| (i) | Green Notes: | No |
| (ii) | Reasons for the offer: | See " <i>Use of Proceeds</i> " in the Base Prospectus |

5. YIELD

Indication of yield:	5.294 per cent. per annum
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The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

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| (i) | ISIN: | XS2830445727 |
| (ii) | Common Code: | 283044572 |
| (iii) | CFI: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN. |

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| (iv) | FISN: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN. |
| (v) | Any clearing system(s) other than DTC, Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| (vi) | Delivery: | Delivery against payment |
| (vii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (viii) | Structuring Agents: | <p>Abu Dhabi Commercial Bank PJSC, Australia and New Zealand Banking Group Limited, DBS Bank Ltd., First Abu Dhabi Bank PJSC, Intesa Sanpaolo S.p.A., London Branch, Merrill Lynch International, MUFG Securities EMEA plc, National Bank of Kuwait S.A.K.P., Abu Dhabi Branch, SMBC Nikko Capital Markets Limited and UniCredit Bank GmbH</p> <p>Each of Abu Dhabi Commercial Bank PJSC, Australia and New Zealand Banking Group Limited, DBS Bank Ltd., First Abu Dhabi Bank PJSC, Intesa Sanpaolo S.p.A., London Branch, Merrill Lynch International, MUFG Securities EMEA plc, National Bank of Kuwait S.A.K.P., Abu Dhabi Branch, SMBC Nikko Capital Markets Limited and UniCredit Bank GmbH as an entity not licensed in the Republic of China, has not offered or sold, and will not subscribe for or sell or underwrite, any Notes.</p> |