## FINAL TERMS

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **MiFID II distributor**) should take into consideration the manufacturers' target market assessment; however, a MiFID II 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 manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**), only; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **UK MiFIR distributor**) should take into consideration the manufacturers' target market assessment; however, a UK MiFIR distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

25 March 2022

**MDGH GMTN (RSC) Ltd**

**Legal entity identifier (LEI): 213800WRY6FRL9IXLT77**

**Issue of U.S.$1,000,000,000 3.375 per cent. Notes due 2032**
**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 Conditions set forth in the Base Prospectus dated 9 December 2021 and the supplement to it dated 21 March 2022 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 |

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| | (b) | Guarantor: | Mamoura Diversified Global Holding PJSC |
| 2. | (a) | Series Number: | 26 |
| | (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.$1,000,000,000 |
| | (b) | Tranche: | U.S.$1,000,000,000 |
| 5. | Issue Price: | | 99.178 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: | U.S.$1,000 |
| 7. | (a) | Issue Date: | 28 March 2022 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | | 28 March 2032 |
| 9. | Interest Basis: | | 3.375 per cent. Fixed Rate<br>(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<br>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**

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| 14. | Fixed Rate Note Provisions: | | Applicable |
| | (a) | Rate of Interest: | 3.375 per cent. per annum payable in arrear on each Interest Payment Date |
| | (b) | Interest Payment Dates: | 28 March and 28 September in each year up to and including the Maturity Date |
| | (c) | Fixed Coupon Amount: | U.S.$16.875 per Calculation Amount |
| | (d) | Broken Amount(s): | 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**

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|---|---|---|---|
| 17. | Notice period for Condition 8(b): | | Minimum Period: 30 days<br>Maximum Period: 60 days |
| 18. | Issuer Call: | | Applicable |
| | (a) | Optional Redemption Dates: | 28 December 2031 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 periods: | Minimum Period: 30 days<br>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 Periods: | Minimum Period: 30 days<br>Maximum Period: 60 days |
| 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:<br><br>Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg |
| 24. | Additional Financial Centre(s): | Not Applicable |
| 25. | Talons for future Coupons to be attached to Definitive Notes in bearer form: | No |
| 26. | Redenomination applicable: | Redenomination not applicable |
| 27. | U.S. Selling Restrictions: | Regulation S Category 2; TEFRA not applicable |
| 28. | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| 29. | Prohibition of Sales to UK Retail Investors: | Not Applicable |

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| Signed on behalf of<br>MDGH GMTN (RSC) Ltd: | Signed on behalf of<br>Mamoura Diversified Global Holding PJSC: |
| By: DocuSigned by: E30005E31AEE4E4...<br>Duly authorised | By: ______________________<br>Duly authorised |
| By: DocuSigned by: Emma Al Jahouri F2FA9A57DBDA485...<br>Duly authorised | By: ______________________<br>Duly authorised |



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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

By: ______________________
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

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| (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 28 March 2022 |
| (ii) | Estimate of total expenses related to admission to trading: | £5,410 in relation to the listing and trading of the Notes on the London Stock Exchange |

### 2. RATINGS

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| Ratings: | The Notes to be issued are expected to be rated:<br><br>Fitch: AA<br>S&P: AA<br><br>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 (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.<br><br>S&P is established in the European Union and registered under the CRA Regulation. S&P is not established in the United Kingdom and has not applied for registration under the UK 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 United Kingdom 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 Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead 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. YIELD

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| Indication of yield: | 3.473 per cent. per annum<br><br>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

## 5. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS2455984679 |
| (ii) | Common Code: | 245598467 |
| (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. |
| (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) | Delivery: | Delivery against payment |
| (vi) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |