



## **ADNOC Raises USD 1.64 Billion Through Successful Combined Offering of ADNOC Distribution Shares and Issuance of Exchangeable Bonds Attracting Foreign Direct Investment into the UAE**

**Abu Dhabi, UAE – 26 May 2021:** Abu Dhabi National Oil Company for Distribution PJSC (“ADNOC Distribution”), the UAE’s largest fuel and convenience store retailer, informs its shareholders of the attached press release made by Abu Dhabi National Oil Company (“ADNOC” and, together with its subsidiaries, “ADNOC Group”).



**Media Release:**

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## **ADNOC Raises USD 1.64 Billion Through Successful Combined Offering of ADNOC Distribution Shares and Issuance of Exchangeable Bonds Attracting Foreign Direct Investment into the UAE**

*Innovative share and exchangeable bond structure maximizes value to ADNOC and fulfils commitment at time of IPO to increase the free float of ADNOC Distribution*

*Combined offering attracted new institutional investors and Foreign Direct Investment (“FDI”) into the UAE*

*Success of combined offering, the first of its kind in the GCC, reinforces the attractive investment opportunities and environment provided by ADNOC, Abu Dhabi and the UAE*

**Abu Dhabi, UAE – May 26, 2021:** Abu Dhabi National Oil Company (“ADNOC”), announced today the successful closing of its offering of approximately 375 million shares in ADNOC Distribution (the “Share Offering”), representing approximately 3% of the registered share capital of ADNOC Distribution. It also issued approximately USD 1.195 billion of senior unsecured bonds (the “Exchangeable Bonds”) due 2024 that are exchangeable into existing shares of ADNOC Distribution constituting approximately 7% of the registered share capital of ADNOC Distribution (ISIN:



**AEA006101017**) (ADX Symbol: **ADNOCDIST**) under certain conditions (the “Exchangeable Bond Offering” and, together with the Share Offering, the “Combined Offering”). In total, the Combined Offering resulted in proceeds of USD 1.64 billion for ADNOC.

Following a successful bookbuilding process, the Combined Offering was placed at a blended price of AED 4.82 per share, which is 5.7% above the current 3-month volume weighted average share price and less than 1% below today’s closing price of AED 4.85. The Combined Offering was covered in less than one hour, and saw significant demand from regional and international investors.

The Exchangeable Bonds, with a maturity date of 2024 (except in the case of early redemption), are denominated in US Dollars (USD) and bear a coupon of 0.70%. The Exchangeable Bonds are issued at an issue price of 100% and will be exchangeable into existing shares of ADNOC Distribution at an exchange price of AED 5.01 (USD 1.37) under certain conditions.

The innovative deal structure has the potential to increase the free float of ADNOC Distribution to 30% assuming the Exchangeable Bonds are exchanged and settled in shares, bringing greater liquidity to ADNOC Distribution shares and diversifying the shareholder base, while the blended price of the Share Offering and the Exchangeable Bond Offering improves the overall value of the sell down to ADNOC Group, and the UAE. Following the transaction, ADNOC will retain at least a 70% strategic stake in the company as it continues to see significant growth potential in ADNOC Distribution.

H.E. Dr. Sultan Ahmed Al Jaber, UAE Minister of Industry and Advanced Technology and Managing Director and Group CEO of ADNOC, said: “The success of this innovative and pioneering Combined Offering, the first of its kind in the GCC, once again highlights the attractive investment opportunities and environment provided by ADNOC and, more broadly, Abu Dhabi and the UAE. We were delighted to see exceptionally strong demand and a number of new world-class institutional investors participate in both the Share Offering and Exchangeable Bond Offering, reinforcing the attractiveness of ADNOC Distribution and bringing new FDI into the UAE. This transaction further increases the free float in ADNOC Distribution, in line with commitments we made at the time of the company’s IPO in December 2017. We remain confident in and committed to the company’s future success.”

Since its IPO, ADNOC Distribution has delivered sound business results and demonstrated to customers and investors its resilience and steadfast focus on safe, smart growth and a progressive dividend policy.

The underlying exchange property of the Exchangeable Bonds will be subject to customary adjustments upon the occurrence of certain corporate events pursuant to the terms and conditions of the Exchangeable Bonds.

Settlement of the Share Offering is expected to occur on or about May 31, 2021, and settlement of the Exchangeable Bond Offering is expected to occur on or about June 4, 2021. ADNOC has agreed to a lock-up period of 90 calendar days from the settlement date under the terms of both the Share



Offering and Exchangeable Bond Offering. An application is expected to be made for admission of the Exchangeable Bonds to listing on the Vienna MTF, an exchange-regulated market operated by the Vienna Stock Exchange.

Citigroup Global Markets Limited and First Abu Dhabi Bank PJSC acted as the Joint Global Coordinators and Joint Bookrunners for the Share Offering. Citigroup Global Markets Limited acted as the Global Coordinator and Bookrunner, with Abu Dhabi Commercial Bank PJSC and First Abu Dhabi Bank PJSC acting as Co-Bookrunners, for the Exchangeable Bond Offering (collectively, the "Banks").

### **About ADNOC**

ADNOC is a leading diversified energy and petrochemicals group wholly owned by the Emirate of Abu Dhabi. ADNOC's objective is to maximize the value of the Emirate's vast hydrocarbon reserves through responsible and sustainable exploration and production to support the United Arab Emirates' economic growth and diversification.

To find out more, visit: [www.adnoc.ae](http://www.adnoc.ae)

### **About ADNOC Distribution**

ADNOC Distribution, listed on the Abu Dhabi Securities Exchange (ADX) under the symbol "ADNOCDIST", is the leading fuel distributor and convenience store operator in the UAE. ADNOC Distribution operates 449 retail fuel stations, 332 convenience stores as of 31 March 2021 and is the leading marketer and distributor of fuels to commercial, industrial and government customers throughout the UAE. ADNOC Distribution is the only fuel retailer operating in all seven emirates in the UAE, and in 2018 expanded its operations internationally, opening two service stations in the Kingdom of Saudi Arabia. To find out more, visit [www.adnocdistribution.ae](http://www.adnocdistribution.ae)

### **Cautionary statement on forward-looking information**

This news release contains forward-looking statements about ADNOC and ADNOC Distribution that are based on management's current expectations, estimates and projections about the petroleum, chemicals and other related industries. Words or phrases such as "anticipates," "expects," "intends," "plans," "targets," "forecasts," "projects," "believes," "seeks," "schedules," "estimates," "positions," "pursues," "may," "could," "should," "will," "budgets," "outlook," "trends," "guidance," "focus," "on schedule," "on track," "is slated," "goals," "objectives," "strategies," "opportunities," and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, many of which are beyond the control of ADNOC and/or ADNOC Distribution and are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. The reader should not place undue reliance on these forward-looking statements, which speak only as of the date of this news release. Unless legally required, ADNOC, ADNOC Distribution, the Banks and/or their respective affiliates, expressly



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