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No person should construe the contents of this document as legal, financial or tax advice. If you are in any doubt as to the action you should take, you should immediately seek your own independent financial advice from your professional adviser or other appropriate independent financial adviser who is licensed by the CMA.

1. Transaction Overview

1.1 Who is the Offeror?

- The Offer is being made by L'IMAD, a sovereign investor of the Government of Abu Dhabi, through its wholly-owned subsidiary Abu Dhabi Developmental Holding Company PJSC (ADQ).
- The Offeror currently owns 75.4% of AD Ports Company PJSC ("AD Ports Group").

1.2 What are the key terms of the transaction and price per share offered?

- L'IMAD, through its subsidiary ADQ, has submitted an Offer Document to shareholders to acquire up to 100% of the issued and paid-up share capital of AD Ports Group not already held by ADQ.
- This will be through a cash offer of AED 6.25 per share.

1.3 What is the premium on the transaction?

- The Offer price of 6.25 per share represents an attractive premium of 23% to the last share price close of AED 5.10 as of 14 August 2026, a 25% premium to the 1-month volume weighted average price of AED 5.02 and 31% premium to the 3-month volume weighted average price of AED 4.76.
- The premium versus AD Ports Group listing share price of AED 3.20, in February 2022, is 95%.

2. About the Transaction

2.1 What are the key dates of the transaction?

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 offer period is extended for an additional 14 days]
Expected Unconditional Date	Within three (3) months of the Closing Date
Payment of consideration to AD Ports Group Shareholders	Within 3 Business Days after the Unconditional Date

2.2 Is the Offer compliant with Sharia law?

- Investors should undertake their own due diligence to evaluate whether the Offering is compliant with Sharia principles.

2.3 Where can I find more information and updates about the Offer?

- The Offer Document is available on the AD Ports Group website at Investor Relations | AD Ports Group.
- In addition, you may obtain more information through:
  - The dedicated Emirates NBD and First Abu Dhabi Bank websites or;
  - Calling Emirates NBD at 800 3623 476 and First Abu Dhabi Bank at 026161800
- Alternatively, contact your broker.

2.4 What will happen to my shares after the transaction if I decide not to accept the offer? Will I be forced to sell?

- If you decide not to participate in the offer, you will be entitled to keep your shares; however, the free float and liquidity may reduce significantly. As a result, shareholders seeking to sell shares in the market might face liquidity constraints, elongated timelines, or a potential market discount.

2.5 What is the minimum acceptance level required for the transaction to succeed?

- The Offer has no minimum acceptance condition, and it concludes with the number of shares tendered at the end of the offer period (as extended).

3. How to participate in the transaction

3.1 How do I tender my shares?

- The simplest way to do so is online through the dedicated Emirates NBD and First Abu Dhabi Bank websites
- Please have your ADX Investor Number (NIN), registered mobile number and details of your AD Ports Group shareholding at hand.
- Alternatively, should you wish to tender your shares in person, please visit one of the participating Emirates NBD or First Abu Dhabi Bank branches with your passport or Emirates ID.
- For further information on the participating branches, please refer to the Participating Banks section.

3.2 Who are the receiving banks for the tender offer?

- Emirates NDB Bank PJSC and First Abu Dhabi Bank PJSC are the Receiving Banks for the Offer.

3.3 I have been trying to submit an Electronic Application Form, but the mobile phone number and the NIN do not match. How do I resolve this?

- To ensure that only shareholders of AD Ports Group can submit an Electronic Application Form, the mobile phone number registered with the ADX needs to be used.
- If the details held by ADX are incorrect or outdated, please get in touch with ADX or your broker to update them.

3.4 What are the necessary steps and documents required for accepting the tender offer (either online or in person)?

- **Individuals:** Please visit the dedicated Emirates NBD and First Abu Dhabi Bank websites.
  - Have your ADX Investor Number (NIN) and registered mobile number at hand.
  - If you are tendering your shares in person, you will need to bring a valid passport or Emirates ID.
- **Corporates:** Please visit the dedicated Emirates NBD and First Abu Dhabi Bank websites.
  - Have your ADX Investor Number (NIN) and registered mobile number at hand.
  - If you are tendering your shares in person, you will need to bring a valid passport or Emirates ID, the trade licence or commercial registration, and documentation showing that the signatory is authorised to sign on behalf of the institution.
- You may obtain more information by contacting the Receiving Banks for the tender offer:

- Emirates NBD: 800 3623 476
- First Abu Dhabi Bank: 026161800

3.5 Do I need to transfer my shares to Abu Dhabi Depository (AD CSD) after completing the acceptance form and transfer form?

- You must transfer your shares from your broker to the depository account with the AD CSD, before completing and submitting either an electronic or a physical Acceptance Form and Transfer Form.
- The most straightforward method is through the ADX Mobile App; alternatively, the transfer may be arranged through your broker.

3.6 I inherited shares from someone but I'm unsure of my Investor Number (NIN). How can I obtain it?

- Call ADX Customer Services team on 800 - ADX (239) (weekdays 8:00am – 3:00pm) to receive your ADX Investor Number (NIN) immediately over the phone.
- Alternatively, shareholders may visit an ADX customer service centre for assistance.

3.7 Is it possible to tender only a portion of my shares, or must I tender all of them?

- The transaction represents a compelling opportunity to realise certain and immediate value and shareholders are encouraged to tender the entirety of their shares.
- Having said that, each shareholder can decide how many shares to tender, with no obligation to tender their full number of shares.

3.8 Can I withdraw my tendered shares before the offer closes?

- Shareholders cannot withdraw their acceptance once an acceptance form either electronic or otherwise has been submitted.

3.9 How and when will I receive payment for my tendered shares?

- Payment will be effected by Abu Dhabi Depository (AD CSD) to the bank account associated with each NIN.
- If a shareholder has not registered a valid bank account with AD CSD, then the shareholder must update their records with AD CSD. Payment of the consideration will be withheld until valid payment details have been registered with AD CSD.
- The payment will take place within 3 business days after the date in which all conditions will have been satisfied (or waived).

3.10 My AD Ports Group shares are pledged. Can I still participate in the Tender Offer?

- In order for your AD Ports Group shares to be accepted under the Offer any pledge must be released no later than the business day prior to the closing date of 15 September 2026.
- Please ensure that you discuss the process to obtain a release or removal of such pledge with the pledgee ahead of submitting an Electronic Acceptance Form (or Acceptance Form).

3.11 I have submitted an Electronic Application Form (or Application Form). Can I still sell my shares in the market?

- No. By submitting an Electronic Acceptance Form (or an Acceptance Form), you are authorising the Receiving Bank and the Abu Dhabi Depository (AD CSD) to block the AD Ports Group shares included in your application. Accordingly, those shares will no longer be available for sale in the market.
- If you transfer your AD Ports Group shares after submitting an Electronic Acceptance Form (or an Acceptance Form) but before your AD Ports Group shares are blocked, your Electronic Acceptance Form (or Acceptance Form) in respect of such transferred AD Ports Group shares will be deemed invalid.

3.12 On which bank account will I receive the payment? What do I do if I prefer to receive the money on a different bank account?

- Payment will be effected by Abu Dhabi Depository (AD CSD) on the bank account associated with each NIN.

- If a shareholder has not registered a valid bank account with AD CSD, then the shareholder must update their records with AD CSD. Payment of the consideration will be withheld until valid payment details have been registered with AD CSD.
- If you prefer to receive the payment on a different bank account, please update your bank account details (either through AD CSD or through your broker)

3.13 How do I accept the offer on behalf of a deceased shareholder?

- Please approach Abu Dhabi Depository (AD CSD) at the ADX to update the relevant ADX register and to transfer the AD Ports Group shares from the name of the deceased investor to the relevant heir(s).

3.14 My shares are held through a Custodian. How do I participate in the Tender Offer?

- If you hold shares through a Custodian, please instruct the Custodian to accept the offer on your behalf.

3.15 I have shares in more than one brokerage account. How do I accept the Tender Offer?

- You must first transfer the shares you wish to tender from the relevant trading accounts to your depository account with Abu Dhabi Depository (AD CSD). This can be arranged through the ADX mobile application or by contacting the relevant brokerage firms.
- Once the shares are available in your depository account, you may submit an Electronic Acceptance Form or an Acceptance Form at any branch of a Receiving Banks.

3.16 Can I submit more than one Electronic Acceptance Form or Acceptance Form?

- Yes, you can submit more than one Electronic Acceptance Form or Acceptance Form, provided they are available in your depository account with Abu Dhabi Depository (AD CSD) at time of submission.

4. Participating Banks

List of Participating Branches

Emirates NBD Branches

EMIRATES	BRANCH	Location	Working Hours	Offer Working Hours	Contact
Dubai	Jumeirah Branch	Emirates NBD Building, Al Wasl Rd Intersection, Umm Suqeim 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 Branches

EMIRATES	BRANCH	Location	Working Hours	Contact
Abu Dhabi	Business Park	Khalifa Park Al Qurm	Monday to Thursday (8:00 AM - 3:00 PM) Friday (8:00 AM - 12:30 PM) Saturday (8:00 AM - 3:00 PM)	026161800
Abu Dhabi	FAB One Tower	Intersection of Shaikh Khalifa street and Baniyas street	Monday to Thursday (8:00 AM - 3:00 PM) Friday (8:00 AM - 12:30 PM) Saturday (8:00 AM - 3:00 PM)	026161800
Abu Dhabi	Salam Street	Salam Street, Abu Dhabi	Monday to Thursday (8:00 AM - 3:00 PM) Friday (8:00 AM - 12:30 PM) Saturday (8:00 AM - 3:00 PM)	026161800
Al Ain New	Al Ain – Abu Dhabi	Al Ain New	Monday to Thursday (8:00 AM - 3:00 PM) Friday (8:00 AM - 12:30 PM) Saturday (8:00 AM - 3:00 PM)	026161800
Dubai	Bur Dubai	Abdulla Al Rostamani Building, Khalid Bin Walid Road, Bur Dubai; PO BOX:11568	Monday to Thursday (8:00 AM - 3:00 PM) Friday (8:00 AM - 12:30 PM) Saturday (8:00 AM - 3:00 PM)	026161800
Dubai	Sheikh Zayed Rd.	Alquze next to Golden Daimond	Monday to Thursday (8:00 AM - 3:00 PM) Friday (8:00 AM - 12:30 PM) Saturday (8:00 AM - 3:00 PM)	026161800
Sharjah	Sharjah	Al Reem Plaza, Ground floor Buheira Corniche, Sharjah	Monday to Thursday (8:00 AM - 3:00 PM) Friday (8:00 AM - 12:30 PM) Saturday (8:00 AM - 3:00 PM)	026161800
Ajman	Ajman	Lulu Center, Al Ittihad street, Downtown, Ajman	Monday to Thursday (8:00 AM - 3:00 PM) Friday (8:00 AM - 12:30 PM) Saturday (8:00 AM - 3:00 PM)	026161800
Fujairah	Fujairah	Opposite to Plaza Theatre Hamdan Bin Abdulla street	Monday to Thursday (8:00 AM - 3:00 PM) Friday (8:00 AM - 12:30 PM) Saturday (8:00 AM - 3:00 PM)	026161800

RAK (LNBAD)	Ras Al Khaimah	FAB RAK (LNBAD) , Corniche Al Qawasim Road , Near to NMC Royal Medical Center	Monday to Thursday (8:00 AM - 3:00 PM)	026161800
			Friday (8:00 AM - 12:30 PM)	
			Saturday (8:00 AM - 3:00 PM)	
Umm Al Quwain	Umm Al Quwain	Building No 211, King Faisal Road Al Maidan Area, Umm Al Quwain;Po BOX:733	Monday to Thursday (8:00 AM - 3:00 PM)	026161800
			Friday (8:00 AM - 12:30 PM)	
			Saturday (8:00 AM - 3:00 PM)	