

ADNOC Gas plc

**Initial Public Offering
Frequently Asked Questions (FAQs)**

17 February 2023

Frequently Asked Questions

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Transaction Timetable

Milestone	Date
Announcement of Intention to Float on ADX	17 February 2023
Offer Commencement Date	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
SMS confirmation to all successful First Tranche and Third Tranche Subscribers	8 March 2023
Commencement of subscriber refunds	8 March 2023
Expected date of listing of the Shares on ADX	13 March 2023

Key details

Total number of shares Offered	3,070,056,880 shares
First Tranche (Retail Investors)	307,005,688 shares
Second Tranche (Professional Investors)	2,701,650,054 shares
Third Tranche (Employees)	61,401,138 shares

1. General & Overview

1.1. What is ADNOC Gas and the ADNOC Gas Group?

ADNOC Gas plc (“ADNOC Gas” or the “Company” and together with the ADNOC Gas Business taken as a whole, as the context requires, the “Group”, and “we” and “our” as used herein refer to the Group) is a world-class, large-scale and integrated gas processing company. We believe we are a progressive energy company with a determined focus on sustainability across our business. We operate across the gas value chain, from receipt of raw gas feedstock from ADNOC through its large, long-life operations for gas processing and fractionation to the sale of products to customers. We manage and operate a vast network of pipelines, spanning approximately 3,260km in length (of which we own approximately 2,640 km). Our operations comprise key infrastructure assets currently supplying over 60% of the UAE’s sales gas needs and we market our products (ourselves or through the ADNOC group) to end-customers in over 20 countries.

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 it with reliable access to production from ADNOC’s upstream gas operations in Abu Dhabi, which is estimated to hold 95% of the UAE’s natural gas reserves.

We produce an attractive product mix, including methane (also referred to as sales gas), ethane, propane and butane (propane and butane together, “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.

Our domestic gas processing products (sales gas and ethane) are mostly transported through our managed pipeline network, while 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 Group.

1.2. What is ADNOC Gas Group's growth strategy?

Our growth strategy is as follows:

- a) Position the Group to benefit from ADNOC's plans to accelerate monetisation of Abu Dhabi's hydrocarbon resources while advancing the UAE's objectives of becoming a gas net-exporter and of gas self-sufficiency.
 - We are focused on increasing our production capacity to maximize output in order to benefit from the ADNOC Group's 2030 integrated strategy, which includes increasing capacity of oil, gas and low carbon/renewable energy production as part of its accelerated growth strategy.
- b) Continue our efforts to be at the forefront of the energy transition by implementing our ESG targets which are aligned with ADNOC's sustainability strategy and goals.
 - Through a decarbonisation roadmap, we are aiming to support ADNOC in fulfilling our target of 25% reduction in GHG emissions intensity by 2030 (as compared to the 2019 baseline) and help drive towards ADNOC's net zero emission (in operations) ambition by 2050.
 - We believe our abatement plan has the potential to reduce our projected GHG emissions by over 40% by 2030 (compared to the projected 2030 unabated profile) and a 20% reduction vs 2022 unabated profile even after accounting for the growth in our business. A large portion of this potential GHG reduction is expected to be achieved by way of carbon capture through the deployment of technologies that aim to leverage the UAE's natural geological advantage.
- c) Enhance the value of our products to further enable ADNOC's petrochemicals business and optimise our gas processing product mix, increasing the share of higher margin products, while extending market reach domestically and in export markets.
 - Our growth strategy relies on upgrading and debottlenecking gas processing capacity and enhancing the growth of liquids recovery and liquefaction capacity, which we believe will result in an increase in the share of high-margin products output.

1.3. What are ADNOC Gas Group's core operations for each business line?

Our operations have access to over 10 billion standard cubic feet per day (bscfd) of gas processing capacity (of which 9 bscfd is processed directly by the Group and 1 bscfd is processed by ASG before being sold to us as integrated gas) and liquid processing capacity of 29 million tonnes per annum (mtpa) (excluding the Ruwais Sulphur Granulation Plant). Our core operations for each business line are as follows:

- **Gas Processing:** As at 31 October 2022, our gas processing operations include separation & sweetening, NGLs extraction & fractionation, condensate processing, dehydrated sulphur handling, NGLs and sulphur shipping, compression and fuel gas treatment, with total gas processing and handling capacity of 8 bscfd and liquids processing capacity of approximately 21 mtpa (excluding the Ruwais Sulphur Granulation Plant capacity of 3.5 mtpa) in 2022.
- **LNG:** As at 31 October 2022, our offshore LNG operations in Das island, which commenced in the 1970s as a pioneering LNG project, has gas processing and handling capacity of approximately 1 bscfd. The operations which receive a mix of associated and non-associated gas have total LNG liquefaction capacity of 6 mtpa and 2 mtpa of non-LNG liquids, including LPG and paraffinic naphtha.
- **Industrial Gases:** Industrial gas operations include cryogenic air separation and industrial gas handling, comprising two state-of-the-art facilities: the Ruwais IGP, which currently has an air separation plant with a total capacity of approximately 30,320 m³ /hr, and the Mirfa IGP, which has a nitrogen plant and total capacity of approximately 670,000 m³ /hr.

In addition, we manage and operate a vast network of pipelines that span approximately 3,260 km in length (of which we own approximately 2,640 km and the remainder is owned by ADNOC and operated by us under a Pipelines Use and Operation Agreement).

1.4. What are ADNOC Gas Group's key customers and locations?

Our operations are today the only route to monetise Abu Dhabi's vast gas reserves by connecting them to their end customers for sales gas, LNG, NGLs and condensates in both domestic and international markets.

As such, we currently supply over 60% of the UAE's sales gas needs, and we market our products (ourselves or through the ADNOC group) to end-customers in over 20 countries. Our diverse customer base includes local customers such as ADNOC NGV (Borouge and ADNOC Refining), local industrial and power and utilities players including Abu Dhabi Ports, EWEK, DUSUP and EGA, and international customers including PetroChina, British Petroleum, TotalEnergies, RWE, Vitol, Marubeni and Gunvor.

1.5. What is ADNOC Gas Group's production capacity?

The assets used by ADNOC Gas Business to produce our products are split between gas processing operations and LNG operations, which are owned by the Company or the Joint Ventures and operated by those Joint Ventures.

The gas processing plants (excluding the Ruwais fractionation and sulphur granulation plants) which are among the largest integrated gas processing plants in the world, have access to over 10 bscfd of gas processing capacity (of which 9 bscfd is processed directly by the Group and 1 bscfd is processed by ASG before being sold to us as integrated gas) and liquid processing capacity of 29 mtpa (excluding the Ruwais Sulphur Granulation Plant).

ALNG has liquids processing capacity of approximately 8 mtpa, of which comprise 6 mtpa of LNG liquefaction and 2 mtpa of non-LNG liquids processing, including LPG and paraffinic naphtha.

1.6. What is ADNOC?

ADNOC is the Abu Dhabi state-owned energy company and manages, produces and preserves Abu Dhabi's hydrocarbon reserves on behalf of the Government of Abu Dhabi. Abu Dhabi's natural gas production are estimated to represent more than ninety-five percent (95%) of the UAE's total gas reserves.

For more information, please visit www.adnoc.ae.

1.7. What is the relationship between ADNOC and ADNOC Gas?

Immediately prior to the Offering, ADNOC, the state-owned energy company of the Emirate of Abu Dhabi in the UAE, held approximately 95% of the shares in the share capital of ADNOC Gas. Through the Offering, ADNOC will sell part of its shareholding in ADNOC Gas and immediately following the Offering ADNOC will continue to hold approximately 91% of ADNOC Gas' share capital (assuming that ADNOC sells all of ADNOC Gas' shares being offered).

We have also entered into several material agreements with ADNOC, including the 25-year Gas Supply and Payment Agreement, which provides 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.

1.8. What is the relationship between ADNOC Gas and TAQA?

Abu Dhabi National Energy Company PJSC ("TAQA"), the holding company for a leading integrated energy and utilities group headquartered in Abu Dhabi, holds approximately 5% of the shares in the share capital of ADNOC Gas.

Pursuant to a share transfer instrument between ADNOC and TAQA (the “Share Transfer Instrument”), TAQA has agreed that, subject to certain exceptions, during a period from the date of the Share Transfer Instrument up to and including the date falling 12 months after the date of Listing, it will not, without the prior written consent of ADNOC, offer, sell or contract to sell, or otherwise dispose of, directly or indirectly, any Shares they have acquired under the Share Transfer Instrument.

2. IPO & Transaction

2.1. Why invest in the ADNOC Gas IPO?

ADNOC Gas is a world-class, large-scale integrated gas processing company. The Group operates across the gas value chain, from receipt of raw gas feedstock from ADNOC through large, long-life, operations for gas processing and fractionation to the sale of its products to domestic and international customers. We believe we are a progressive energy company with a determined focus on sustainability across our business and we are seeking to be a leader in our field.

We believe we benefit from several competitive strengths:

- We are a world-class integrated gas processing company that is vital to ADNOC and to the Abu Dhabi and UAE energy ecosystems. We are integral to the UAE's gas and energy ambitions of self-sufficiency and becoming a net gas exporter. Our operations comprise key infrastructure assets that constitute a vital part of the Abu Dhabi and the UAE energy ecosystems, currently supplying more than 60% of the UAE's sales gas needs. Through a 25-year Gas Supply and Payment Agreement ("GSPA"), we have 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.
- With ESG at the core of our operations, and in line with ADNOC's vision, we are focused on decarbonisation efforts and believe we are able to help drive the energy transition in the UAE. Through our decarbonisation roadmap, we aim to support ADNOC in fulfilling its 25% reduction target in the greenhouse gas emissions intensity by 2030 (as compared to our 2019 baseline) and drive towards ADNOC's ambition of net zero operations emissions by 2050.
- Our exceptional asset base delivers optimised yields and volumes, capacity utilisation, availability and reliability.
- Our differentiated platform benefits from a combination of favourable cost structure with rich, largely contracted molecules that mix attractive margins with dependable demand.
- We expect to benefit from projected robust, long-term demand globally through our tangible growth opportunities. As the lowest emission hydrocarbon, demand for gas is expected to continue to grow as the world looks to decarbonise its energy systems in the coming years. ADNOC Gas is advantageously located in a

strategically situated corridor with easy access to the largest and growing markets which offers optionality to ship products both to Asia and Europe with sales in the spot market enabling selection of an optimal supply destination.

- We have a highly experienced management team with a long track record in our business backed by a highly supportive shareholder.

Before making any decision on whether to invest in the ADNOC Gas IPO, we encourage interested parties to read the Prospectus in full. More detailed information about the Company is available in the Prospectus [here](#). Any investment decision or purchase of securities should only be made, and will be deemed to have been made, on the basis of the information contained in the Prospectus.

2.2. What percentage of the share capital will be offered through this IPO?

3,070,056,880 Shares are expected to be sold in the IPO by the Company's shareholder, ADNOC, representing approximately 4% of the total issued share capital of the Company.

2.3. How will the value of the shares or final offer price be determined?

Prior to the Offering, there has been no public trading market for the Shares. The Offer Price will be announced on and determined based on the Offer Price Range which will be announced in an announcement that will be published on the first day of the Offer Period on 23 February 2023, following consultation between the Joint Lead Managers, the Selling Shareholder and the Company. The final offer price will be announced on 3 March 2023 following the conclusion of the offer period.

The 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 only by the Second Tranche Subscribers.

The price paid per Offer Share by each investor in the IPO will be the same and set at the final offer price.

2.4. Are new shares being issued by the Company, or is the existing selling shareholder selling existing shares in the Company?

Only existing shares held by ADNOC are being offered for sale; no new shares are being issued by the Company as part of the Offering. Total ordinary shares representing approximately 4% of the Company's share capital are being offered in the IPO.

2.5. How will ADNOC Gas use the proceeds of the IPO?

ADNOC Gas will not receive any proceeds from the IPO, with all the net proceeds from the Offering received by the selling shareholder, ADNOC.

2.6. Which exchange will ADNOC Gas list on and why have you chosen this exchange?

ADNOC Gas will list on the ADX. The Company is headquartered in the Abu Dhabi Global Market, UAE and therefore the ADX is its local exchange. Listing on the ADX will also provide the Company with exposure to the region's large community of sophisticated investors, whilst still being able to attract international investors to the offering, as well as the citizens and residents of the UAE.

2.7. Why is ADNOC listing ADNOC Gas?

The Offering is being conducted, among other reasons, to allow the Selling Shareholder to sell part of its shareholding to more actively manage and optimize its portfolio of assets, while providing increased trading liquidity in the Shares and raising the Group's profile with the international investment community.

2.8. What is ADNOC Gas's dividend policy? Is the dividend guaranteed?

To the extent the Board determines to pay a dividend in respect of a given period, ADNOC Gas intends to distribute cash dividends twice each financial year, (each, a "reference year"), with an initial payment in the fourth quarter of the reference year in relation to the financial performance for the first six months of that reference year and a second payment in the second quarter of the financial year following the reference year in relation to financial performance of the last six months of the reference year, subject to the approval of Shareholders at a general meeting.

Subject to the below, and while there is no assurance that the Company will pay dividends or, if a dividend is paid, what the amount of such dividend will be, the Company is currently targeting to pay a fixed dividend amount of USD 1,625 million in the fourth quarter of 2023 in respect of the first half of the year ended 31 December 2023; and a further USD 1,625 million in the second quarter of 2024 in respect of the second half of the year ended 31 December 2023. Thereafter, we expect to grow the annual target dividend amount from USD 3,250 million (which is equal to the annualized dividend for the year ended 31 December 2023) by a growth rate of 5% per annum on a dividend per share basis over the period 2024-2027.

This progressive dividend policy is designed to reflect our expectation of strong cash flow and our expected long-term earning potential, while allowing us to retain sufficient flexibility to fund continued investment in long-term growth opportunities.

The Company's ability to pay dividends is dependent on a number of factors, including:

- the availability of positive net income distributable reserves, the Company's capital expenditure plans, credit rating considerations and other cash requirements in support of our strategy in future periods;

- market conditions, the then-current operating environment in our markets and the outlook for the Group's business;
- level of expected future profits and our business plan (including our ability to perform in accordance with the expectations in our business plan);
- the discretion of our Board, based on its outlook for our business; and
- approval of any dividend payment at a general meeting of our shareholders

2.9. Will ADNOC Gas sell more shares at later stage?

The current focus is on the IPO of ADNOC Gas, which will allow the Selling Shareholder to sell part of its shareholding to more actively manage and optimize its portfolio of assets, while providing increased trading liquidity in the Shares and raising the Group's profile with the international investment community.

In addition, both ADNOC and ADNOC Gas are subject to a lock-up period commencing from the Closing Date. Pursuant to the terms of an underwriting agreement among the Company, the Selling Shareholder and the Joint Bookrunners, the Company and the Selling Shareholder (in the case of the Selling Shareholder, subject to certain exceptions have contractually agreed, for a period of twelve months after the Closing Date, subject to certain exceptions, not to directly or indirectly, issue or sell Shares or any shares of the Company.

2.10. Is this investment Shariah-compliant?

The Shariah Supervision Committee of First Abu Dhabi Bank PJSC has issued a pronouncement confirming that, in its view, the Offering is compliant with Shariah principles. Investors may not rely on this pronouncement and should undertake their own due diligence to ensure that the Offering is Shariah compliant for their own purposes.

3. How To Invest In the IPO

3.1. When will I be able to buy shares in ADNOC Gas?

The offer period will commence and the Offer Price Range will be announced on 23 February 2023 and will close on 1 March 2023 for First Tranche and Third Tranche subscribers and on 2 March 2023 for Second Tranche subscribers.

Subscribers in the First Tranche and Third Tranche will be informed of allocations on 8 March 2023 by SMS from ADX. The Company is expected to complete its listing on ADX on or around 13 March 2023.

3.2. What is the offer structure for the ADNOC Gas IPO?

The offering comprises 3,070,056,880 Shares split into three tranches:

First Tranche (1): Open to individual subscribers and other investors who do not qualify as Professional Investors. A NIN with ADX and bank account number is required for applying for shares. 10% of the Offer Shares, representing up to 307,005,688 Shares, are allocated to the First Tranche.

Second Tranche (2): Open to all Professional Investors. All Subscribers in the Second Tranche must hold a NIN with ADX. 88% of the Offer Shares, amounting to up to 2,701,650,054 Shares are allocated to the Second Tranche

Third Tranche (3): Open to 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:

- Relevant individuals employed by any of the ADNOC Group Companies residing in the 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**”)

2% of the Offer Shares, representing 61,401,138 Shares are allocated to the Third Tranche.

3.3. What is an investor number (NIN) with ADX?

A NIN is an investor identification number that is issued by ADX through which all transactions on the exchange can be initiated included clearing, settlement and trading transaction. All subscribers to the IPO require an ADX NIN to apply for shares.

3.4. How do I create an investor number (NIN) to subscribe to the IPO?

Investors can apply for the issuance of an investor number on Abu Dhabi Securities Exchange through one of the following service channels:

- SAHMI digital platform (for Emirates ID card holders with UAE Pass)
- Accredited Brokerage Firms
- Customer service offices at all branches of the Abu Dhabi Securities Exchange.

The following documents are required to issue a NIN:

Individuals:

- Original Emirates ID card. (For UAE citizens and residents holding Emirates identity)
- Passport and ID card from the country of residence for foreigners not residing in the Emirates and an International Bank Account Number (IBAN) letter, providing that the bank account is solely in the name of the applicant and not a joint bank account

Companies:

- A valid trade license copy (original for review)
- Company incorporation contract
- Company's Board of Director members list for the last certified/audited period
- A Letter with the list of all authorized signatories
- International Bank Account Number (IBAN) letter

Investment Portfolios:

- Letter of Approval issued by the Central Bank of the United Arab Emirates to start portfolio activity
- A copy of the commercial license of the issuer of the portfolio (original for review)
- List of names and signatures of authorised people from the portfolio, with clarification of powers
- Portfolio Prospectus
- International Bank Account Number (IBAN) letter

Free Zones:

- A copy of the free zone license (original for review)
- A list of the Company's board members for the last certified period
- A letter with the list of authorised signatories
- International Bank Account Number (IBAN) letter

For more information, please visit www.adx.ae

3.5. How do I obtain a NIN number for a dependent?

Investors can apply for the issuance of an investor number on Abu Dhabi Securities Exchange for dependents through one of the following service channels:

- Through [the ADX-licensed brokerage firms](#).
- Through ADX 's smart application, SAHMI, and this is only for individuals with an Emirates ID (for dependents please select family service).
- Individuals or their legal representatives can visit ADX help desk offices located in Abu Dhabi, Sharjah and Al Ain.

3.6. I'm not a UAE resident. How do I secure a NIN number?

Non-UAE residents who are not in the UAE can apply for an ADX NIN through ADX licensed brokerage firms. A list of these firms and their contact details can be found [here](#).

3.7.What is the definition of a Professional Investor in relation to the Second Tranche?

Please see Glossary for the definition of a Professional Investor.

3.8.I am an ADNOC Gas employee – am I eligible for the Third Tranche?

The Third Tranche of the offering will be open to natural persons (including Assessed Professional Investors (as described under the Second Tranche)), who have a NIN with ADX and a bank account and do not participate in the First Tranche and who are;

- Employees of the ADNOC Group Companies residing only in the UAE;
- retired employees of the ADNOC Group Companies who are UAE nationals and residing in the UAE

If you qualify as an eligible Third Tranche subscriber, please visit the company intranet site for more information on how to subscribe, including how to register your interest on the Expression of Interest (EOI) form to be eligible for allotment in the Third Tranche.

3.9.How does the Third Tranche ‘Expression of Interest’ (EOI) process work?

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.

3.10. How can I subscribe for shares?

Please visit the dedicated page on the ADNOC Gas IPO webpage ‘How to Subscribe’ for information on how to apply for shares through the receiving banks or the ADX ePortal.

3.11. Can I subscribe from any of the ADNOC Offices?

Third Tranche Subscribers can submit their application at the receiving centres set up at the following ADNOC offices:

- ADNOC Head Office, Corniche Street, Abu Dhabi.
- Sheikh Khalifa Energy Complex I, Abu Dhabi.
- Al Ruwais, Abu Dhabi.

3.12. Who are the receiving banks on the IPO and how do I contact them?

The Lead Receiving Bank is:

- First Abu Dhabi Bank: +971 2 616 1800

The other Receiving Banks are:

- Abu Dhabi Islamic Bank: + 971 2 652 0878
- Abu Dhabi Commercial Bank: +971 600 502 030
- Al Maryah Community Bank: +971 600 571 111

3.13. How do I apply using E-subscriptions?

To apply 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>

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 call ADX on 800-ADX(239) for any queries on the above.

FAB EIPO-Subscription

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

3.14. Can I apply for shares in more than one Tranche?

Subscribers may apply for Offer Shares in only one Tranche. In the event a person applies for Offer Shares in more than one Tranche, the Receiving Banks and the Joint Lead Managers may disregard one or both of such applications.

3.15. Can I place multiple applications under the same Tranche?

A Subscriber should only submit an application for Offer Shares under one Tranche. Duplicate or multiple applications within the same Tranche will be accepted and aggregated under a single NIN. In the event a Subscriber applies for subscription in more than one Tranche, the Receiving Banks, the Joint Lead Managers and the Selling Shareholder may disregard one or both of such applications.

3.16. Is there a minimum and maximum application size?

The minimum application size for subscribers in the First Tranche is AED 5,000 with any additional application to be made in increments of at least AED 1,000.

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

The minimum application size for subscribers in the Third Tranche is AED 5,000 with any additional application in increments of at least AED 1,000.

There is no maximum application size for subscribers in any of the Tranches.

3.17. When is the cut-off time for payment?

Subscription amounts paid by way of cheque must be submitted by 12pm (mid-day) on 27 February 2023 (2 working days prior to the Closing Date).

Subscription applications received through online/FTS must be made before 12pm (mid-day) on 28 February 2023 (1 working day prior to the Closing Date).

3.18. Is the allocation of my subscribed amount guaranteed?

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.

Allocations within the Second Tranche will be determined by the Company and the Selling Shareholder, in consultation with the Joint Lead Managers.

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.

3.19. When will I know how many shares have been allotted to me?

By 8 March 2023 an SMS notification by ADX will be sent regarding final allocation.

3.20. If I do not receive full allocation, what is the process of refund?

By no later than 8 March 2023 (being within five (5) working days of the Closing Date of the Second Tranche), the Offer Shares shall be allocated to Subscribers and, within five (5) working days of such allocation, the surplus subscription amounts and any accrued return/profit resulting thereon, shall be refunded to Subscribers in the First Tranche and the Third Tranche who did not receive Offer Shares, and the subscription amounts and any accrued return/profit resulting thereon shall be refunded to the Subscribers in the First Tranche and the Third Tranche whose applications have been rejected for any reason.

The surplus amounts and any accrued return/profit thereon will be returned to the same Subscriber's account through which the payment of the original application amount was made. In the event payment of the subscription amount is made by certified bank cheque,

these amounts shall be returned by sending a cheque with the value of such amounts to the Subscriber at the address mentioned in such Subscriber's subscription application.

3.21. Can I get IPO subscription finance or leverage to my subscription?

Please contact your relationship manager at one of the Receiving Banks for further details.

3.22. When will I be able to sell my shares?

Trading is expected to begin on or around 13 March 2023, subject to regulatory approvals. From this date, shares in the Company will be available to buy and sell.

3.23. Who can I contact with any questions on how to invest?

If you are a Retail Investor, please contact the Receiving Banks or ADX:

First Abu Dhabi Bank: +971 2 616 1800

Abu Dhabi Commercial Bank: +971 600 502 030

Abu Dhabi Islamic Bank: +971 2 652 0878

Al Maryah Community Bank: +971 600 571 111

ADX: 800239

If you are a Professional Investor, please contact your relationship bank or the ADNOC Gas Investor Relations department on +971 2 707 3177.

4. Environmental, Social and Governance (ESG) considerations

4.1. Who are the members of the board of ADNOC Gas?

The Board consists of 7 Directors, all of whom are Non-Executive Directors and all of whom are independent Directors.

Name	Year of birth	Position	Year appointed
H.E. Dr. Sultan Ahmed Al Jaber*	1973	Chairperson (Independent Member)	2022
H.E. Kamal Ishaq Abdulla Ismail Almaazmi*	1986	Director (Independent Member)	2023
H.E. Mohamed Hassan Mohamed Hassan Alsuwaidi*	1982	Director (Independent Member)	2023
Khaled Salmeen*	1973	Director (Independent Member)	2022
Abdulmunim Saif Hamoud Ahmed AlKindi*	1958	Director (Independent Member)	2023
Musabbbeh Al Kaabi*	1971	Director (Independent Member)	2023
Fatema Mohamed Abdulla Alshaibeh Alnuami *	1975	Director (Independent Member)	2023

*Denotes that the Director is considered independent under the Governance Rules.

4.2. Who are the key individuals within the ADNOC Gas management team?

Name	Year of birth	Position	Date of Appointment
Ahmed Mohammed Alebri	1982	Acting Chief Executive Officer	1st January 2023
Peter van Driel	1966	Chief Financial Officer	1st January 2023
Mohamed Al Hashemi	1977	Acting Chief Operating Officer	1st January 2023
Rashid Al Mazrouei	1977	SVP, Marketing	1 January 2023
Wafa Al Hammadi	1973	SVP, Finance & Accounting	1 January 2023
Ameen Al Hosani	1981	VP, Audit & Assurance	1 January 2023
John King	1970	General Counsel	1st January 2023

4.3. What is ADNOC Gas Group's approach and policy to Environmental, Social and Governance (ESG) matters?

It is critically important to us that everything we do as a business is carried out in a sustainable, socially conscious, and environmentally responsible manner. Our leadership showed a vested interest in promoting sustainable development and environmental protection as a building block of our operational excellence as early as the 1970s when Sheikh Zayed laid the foundations of environmental sustainability through a historical directive to cease unnecessary routine flaring.

Even in the face of the sheer scale and the complexity of our operations, we remain committed to the decarbonisation of our operations and to the UAE's and ADNOC's sustainability goals. Through our decarbonisation roadmap, ADNOC Gas is aiming to support ADNOC in fulfilling its 25% reduction target in greenhouse gas (GHG) emissions intensity by 2030 (as compared to our 2019 baseline) and drive towards ADNOC's ambition of net zero operations emissions by 2050.

In 2021, we succeeded in reducing the absolute emissions in our business by almost 10% (as compared to the 2018 baseline) and have achieved a 69% hazardous waste recycling rate (by tonnage). We also believe that we have a well-defined abatement plan with the potential to reduce our emissions by about 20% by 2030 as compared to our 2022 emission profile, which represents a reduction of over 40% as compared to our 2030 unabated profile.

We are also passionate about ensuring the development of our people and fulfil their potential at ADNOC Gas through centres of excellence and training programs.

To advance our governance goals, we have adopted ADNOC Group's robust and well-developed policies and standards, which apply to us as well as those who represent the Group and all third parties and contractors with whom we do business.

4.4. How is ADNOC Gas Group contributing to the UAE's net zero by 2050 initiative?

Gas is a key fuel in the energy transition as the lowest emission hydrocarbon molecule, and its criticality for energy security is expected to drive high and growing demand for our products around the world.

With this in mind, we remain committed to the decarbonisation of our operations and the UAE's and ADNOC's sustainability goals through the implementation of new initiatives, including:

- Zero carbon grid power
- Electrification projects
- Green power at the Bab Gas Cap
- Real-time energy optimisation at the Habshan Complex
- Flaring reduction with flare gas recovery for Habshan 3
- Implementation of carbon capture at Habshan 5 and Asab 1&2 complexes as part of routine operations

We believe our abatement plan has the potential to reduce our projected GHG emissions by over 40% by 2030 (compared to the projected 2030 unabated profile) and a 20% reduction vs 2022 unabated profile even after accounting for the growth of the business. As part of this plan, the Company intends to leverage green power, electrification of facilities and carbon capture to significantly cut that projection.

Also, through our decarbonisation roadmap, we have set our course to support ADNOC in fulfilling its target of 25% reduction in GHG emissions intensity by 2030 (as compared to the 2019 baseline) with a goal of achieving further reductions thereafter to help drive towards ADNOC's net zero emissions (in operations) ambition by 2050.

4.5. How committed is ADNOC Gas Group to diversity and inclusion?

We are committed to fostering an inclusive culture, and to providing equal opportunities for career development and advancement, regardless of gender, ethnicity, age, and culture, in line with ADNOC's overarching diversity and inclusion policies and practises. As of 2021, our employees come from 61 nationalities across our global operations.

We have also designed female-focused development programs that we believe have led to an increase in share of female representation in the workforce from 10% in 2019 to 12% in 2022, and in leadership positions from 20% in 2019 to 27% in 2022.

We also support our employees' professional development through focused training and talent development programs, with our training hours increasing from 30,531 in 2020 to 49,677 in 2022. These programs include talent mobility programs, talent pool programs which support high potential employees to maximise performance, and "Youth 4 Youth"

initiative where high-flyer employees support their colleagues to accelerate learning and development.

5. Appendix – Receiving Banks' Branches

First Abu Dhabi Bank PJSC

#	Branch name	Branch Location-Area	Customer Timing	IPO Subscription Timings	Branch Address
1	Business Park, Abu Dhabi	Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Khalifa Park Al Qurm, PO BOX:6316
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
2	FAB One Tower, Abu Dhabi	Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Intersection of Shaikh Khalifa street and Baniyas street, PO BOX:2993
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
3	Khubeirah	Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Near Spinneys Khalidya Street Abu Dhabi
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
4	Ruwais	Ruwais - Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Central Market, ADNOC Housung complex, Ruwaise
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
5	Al Batin	Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Street No. 9 Next to Bateen Bus Terminal and Al Bateen Mall; PO BOX:7644
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
6	Sheikh Rashid Road Branch	Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Airport Street - Ramy Hotel Building - Abu Dhabi
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
7	Salam Street	Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Salam Street, Abu Dhabi
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
8	ADNOC HO	Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	ADNOC HQ - ABUDHABI Corniche Street
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	

9	ZADCO - Khalifa Energy Complex	Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	ZADCO CASH OFFICE - Corniche Street -Abu Dhabi
10	Al Ain New	Al Ain - Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Al Ain New PO BOX: 17822
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
11	Oud Al Touba	Al Ain - Abu Dhabi	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Oud Al Touba Area, National housing loans building, Ali Bin Abi Talieb street, Al Ain.
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
12	Bur Dubai	Dubai	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Abdulla Al Rostamani Building, Khalid Bin Walid Road, Bur Dubai; PO BOX:115689
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
13	Sheikh Zayed Rd.	Dubai	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	ALQUZE NEXT TO GOLDEN DAIMOND ;PO BOX:52053
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
14	Jumeirah Branch	Dubai	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Link International Building, Jumeirah Beach Road Umm suqeim
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
15	Deira Branch (ABS)	Dubai	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Abu Baker Al Siddique Rd, Deira
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
16	Jabal Ali Branch	Dubai	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Near Gate No.5, Adjacent to Dubai Chamber Office
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
17	Sharjah	Sharjah	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Al Reem Plaza, Ground floor Buheira Corniche, Sharjah;PO BOX:1109
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
18	Ajman	Ajman	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Lulu Center, Al Ittihad street, Downtown, Ajman
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	

19	Fujairah	Fujairah	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Opposite to Plaza Theatre Hamdan Bin Abdulla street;PO BOX:79
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
20	RAK (LNBAD)	Ras Al Khaimah	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	FAB RAK (LNBAD) , Corniche Al Qawasim Road , Near to NMC Royal Medical Center , RAK
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	
21	Umm Al Quwain	Umm Al Quwain	08: am to 02:00 pm (Monday-Thursday);	8 am to 1 pm - Mon - Thurs.	Building No 211, King Faisal Road Al Maidan Area, Umm Al Quwain;Po BOX:733
			08:00 am to 12:30 pm (Friday)	08:00 am to 12:00 pm (Friday)	
			08: am to 02:00 pm (Saturday)	08: am to 01:00 pm (Saturday)	

Abu Dhabi Islamic Bank PJSC

#	Branch name	Branch Type	Branch Location-Area	Customer Timing (Monday - Saturday)	Customer Timing (Friday)	IPO Subscription Timings (Monday - Saturday)	IPO Subscription Timings (Friday)	Branch Address
1	Al Bateen Branch	Normal Branch	Abu Dhabi	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Abu Dhabi - Al Bateen king Abdulla bin AbdulAziz Al Saud Street - near UAE Central Bank
2	Najda Street Branch	Normal Branch	Abu Dhabi	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Next to Al Mariah Mall (on the intersection of Al Najda street and Hamdan Street).
3	Abu Dhabi Police GHQ Branch	Normal Branch	Abu Dhabi	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Abu Dhabi police general head quarter- Al Saada Street, opposite Sheikh Khalifah University
4	Sheikh Zayed Main Branch	Normal Branch	Abu Dhabi	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Sheikh Rashid Bin Saeed St(Old Airport Road) opposite to Hilton

								Capital Grand Hotel
5	Abu Dhabi Judiciary Branch	Normal Branch	Abu Dhabi	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Al Khaleej Al Arabi Street - Judicial Department Building - Ground Floor Office (GR-A-051)
6	Sheikh Khalifa Energy Complex Branch	Normal Branch	Abu Dhabi	8:00 AM to 3:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Sheikh Khalifa Energy complex - Corniche Street
7	Marina Mall Branch	Mall Branch	Abu Dhabi	10:00 AM to 10:00 PM	04:00 PM to 10:00 PM	10:00 AM to 2:00 PM 04:00 PM to 09:00 PM	04:00 PM to 09:00 PM	Corniche Street - Marina Mall - First floor, next to Yas Perfumes
8	Nation Towers Branch	Mall Branch	Abu Dhabi	10:00 AM to 10:00 pm	04:00 PM to 10:00 PM	10:00 AM to 2:00 PM 04:00 PM to 09:00 PM	04:00 PM to 09:00 PM	Nation Towers Galleria - Corniche Road, First Floor
9	Baniyas Branch	Normal Branch	Abu Dhabi	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Al Mafraq - Dubai Road opposite Al Mafraq Hospital - Baniyas
10	Mussafah Branch	Normal Branch	Abu Dhabi	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Industrial Area- M9
11	Khalifa A City Branch	Normal Branch	Abu Dhabi	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Khalifa A city, street # 16/21 south west.
12	Shahama Branch	Normal Branch	Abu Dhabi	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Old Shahama area near Police Station
13	Al Silaa Branch	Normal Branch	Abu Dhabi West (Gharbiya)	08:00 am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Al Sila'a Area, opposite Al Areej School
14	Madinat Zayed Branch	Normal Branch	Abu Dhabi West (Gharbiya)	08:00 am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Madinat Zayed City - Western Region
15	Ghayathi Branch	Normal Branch	Abu Dhabi West (Gharbiya)	08:00 am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Ghayathi Area- Western Region
16	Al Marfaa Branch	Normal Branch	Abu Dhabi West (Gharbiya)	08:00 am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Al Marfaa Area - Western Region

17	Ruwais Mall Branch	Mall Branch	Abu Dhabi West (Gharbiya)	10:00 am to 10:00 pm	04:00 PM to 10:00 PM	10:00 AM to 2:00 PM 04:00 PM to 09:00 PM	04:00 PM to 09:00 PM	First Floor of Ruwais Mall, Ruwais Area
18	Bawadi Mall Branch	Mall Branch	Al Ain	10:00 am to 3:30 pm 04:00 pm to 09:00 pm	04:00 PM to 10:00 PM	10:00 am to 2:00 PM 04:00 pm to 09:00 PM	04:00 PM to 09:00 PM	Al Ain City - Al Bawadi Mall, Ground Floor, Mizyad Area
19	Al Ain Branch	Normal Branch	Al Ain	08:00 am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Al Ain City - Central District - Shaikh Zayed Bin Sultan Street - Near Clock Tower
20	Al Yahar Branch	Normal Branch	Al Ain	08:00 am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Al Ain City - Al Yahar Main Street
21	Al Qusais Branch	Normal Branch	Dubai	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Al Qusais Area -Al Wasl Building
22	Second of December Branch	Normal Branch	Dubai	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Jumeirah beach street, Dubai
23	Sheikh Zayed Road Branch	Normal Branch	Dubai	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Emarat Atrium Building, Sheikh Zayed Road
24	Nad Al Sheba Branch	Normal Branch	Dubai	10:00am to 05:00pm	04:00 PM to 10:00 PM	11:00 AM to 04:00 PM	05:00 PM to 09:00 PM	Avenue Mall - Nad Al Sheba - Nad Al Sheba 2 - Dubai
25	Dubai Internet City - Arenco Branch	Normal Branch	Dubai	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Arenco Tower, Dubai Internet City
26	Fujairah Branch	Normal Branch	East Coast	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Shaikh Hamad Bin Abdulla Street
27	Ras Al Khaimah Branch	Normal Branch	East Coast	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Opposite Al Manar Mall, Al Muntasar Road
28	Dibba Branch	Normal Branch	East Coast	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Sheikh Zayed Street, Opposite Dibba Police Station - Fujairah
29	Kalba Branch	Normal Branch	East Coast	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Al Wahda Street - Khamis Khalfan Al Zahmi

								Building - Block No:19
30	Al Dhaid Branch	Normal Branch	East Coast	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Al Dhaid Expo Center
31	Khorfakkan Branch	Normal Branch	East Coast	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Corniche Road, Banks Area
32	Umm Al Quwain Branch	Normal Branch	Sharjah North East Area	08: am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	King Faisal Street opposite Umm Al Quwain Mall
33	Sharjah Main Branch	Normal Branch	Sharjah North East Area	08: am to 02:00 pm	8:00 AM to 12:00 PM	9:00 AM to 1:00 PM	08:00 AM to 11:00 AM	Al Mussala Area opposite Etisalat building
34	Al Rahmania Mall Branch	Mall Branch	Sharjah North East Area	10:00 am to 10:00 pm	04:00 PM to 10:00 PM	10:00 AM to 2:00 PM 04:00 PM to 09:00 PM	04:00 PM to 09:00 PM	Al Rahmania Mall - First Floor
35	Zawaya Walk Branch	Normal Branch	Sharjah North East Area	08: 00AM to 08:00 PM	08:00 AM to 12:00 PM	09:00 AM to 2:00 PM 03:00 PM to 07:00 PM	08:00 AM to 11:00 AM	Zawaya Walk Area

Abu Dhabi Commercial Bank PJSC

#	Branch name	Branch Type	Branch Location-Area	Customer Timing (Monday - Saturday)	Customer Timing (Friday)	IPO Subscription Timings (Monday - Saturday)	IPO Subscription Timings (Friday)	Branch Address
1	Mushrif Branch	Normal Branch	Abu Dhabi	08:00 AM - 07:00 PM Monday to Thursday	08:00 AM - 12:00 PM	08:00 AM - 01:00 PM Saturday to Thursday	08:00 AM - 12:00 PM	Al Mushrif, Al Khaleej Al Arabi Road, Mushrif Cooperative Society, Ground floor, P.O.Box. 63824 Abu Dhabi
2	Shahama Branch	Normal Branch	Abu Dhabi	08:00 AM - 03:00 PM Monday to Thursday	08:00 AM - 12:00 PM	08:00 AM - 01:00 PM Saturday to Thursday	08:00 AM - 12:00 PM	Dubai Abu Dhabi Road, Near Bani Yas Coop , P.O.Box: 76 122
3	Hazza Bin Zayed Stadium Branch	Normal Branch	Abu Dhabi, Al Ain	08:00 AM - 07:00 PM Monday to Thursday	08:00 AM - 12:00 PM	08:00 AM - 01:00 PM Saturday to Thursday	08:00 AM - 12:00 PM	Hazza Bin Zayed Stadium, Al Ain
4	Zayed Town Branch	Normal Branch	Abu Dhabi, Al Dhafra Region	08:00 AM - 03:00 PM Monday to Thursday	08:00 AM - 12:00 PM	08:00 AM - 01:00 PM Saturday to Thursday	08:00 AM - 12:00 PM	Zayed Town Main Street, Near Zayed Town Court,

								P.O.Box: 50 013 Zayed Town
5	Al Riggah Branch	Normal Branch	Dubai	08:00 AM - 03:00 PM Monday to Thursday	08:00 AM - 12:00 PM	08:00 AM - 01:00 PM Saturday to Thursday	08:00 AM - 12:00 PM	Al Riggah Road, Near Al Riggah Metro- Station, P.O.Box: 55 50
6	Business Bay Branch	Normal Branch	Dubai	08:00 AM - 03:00 PM Monday to Thursday	08:00 AM - 12:00 PM	08:00 AM - 01:00 PM Saturday to Thursday	08:00 AM - 12:00 PM	Business Bay, Al Khaleej Al Tejari, Dubai, Nearest landmark- Business bay metro station
7	Ajman Branch	Normal Branch	Ajman	08:00 AM - 03:00 PM Monday to Thursday	08:00 AM - 12:00 PM	08:00 AM - 01:00 PM Saturday to Thursday	08:00 AM - 12:00 PM	Al Ittihad Street, Near Lulu centre, P.O.Box: 18 43
8	Ras Al Khaimah Branch	Normal Branch	Ras Al Khaimah	08:00 AM - 03:00 PM Monday to Thursday	08:00 AM - 12:00 PM	08:00 AM - 01:00 PM Saturday to Thursday	08:00 AM - 12:00 PM	Al Naeem Mall, New central business district, P.O.Box: 1633
9	Fujairah Branch	Normal Branch	Fujairah	08:00 AM - 03:00 PM Monday to Thursday	08:00 AM - 12:00 PM	08:00 AM - 01:00 PM Saturday to Thursday	08:00 AM - 12:00 PM	Hamed Bin Abdulla Street, Near ADNOC, P.O.Box: 77 0
10	Ruwais Branch	Normal Branch	Abu Dhabi, Al Dhafra Region	08:00 AM - 03:00 PM Monday to Thursday	08:00 AM - 12:00 PM	08:00 AM - 01:00 PM Saturday to Thursday	08:00 AM - 12:00 PM	Al Ruwais City, Sheikh Zayed Road, Central Market, ADCB Building, Abu Dhabi, P.O.Box 11851
11	Dalma Mall Branch	Mall Branch	Abu Dhabi	10:00 AM - 09:00 PM Monday to Thursday	03:00 PM - 10:00 PM	10:00 AM - 02:00 PM Saturday to Thursday	03:00 PM - 07:00 PM	Dalma Mall- 1st floor - Mussafah
12	Al Zahiya City Centre Branch	Mall Branch	Sharjah	10:00 AM - 09:00 PM Monday to Thursday	03:00 PM - 10:00 PM	10:00 AM - 02:00 PM Saturday to Thursday	03:00 PM - 07:00 PM	Sheikh Mohammed Bin Zayed Street, Al Zahia City Centre, Ground level, near Entrance A, P.O.Box: 23657

Al Maryah Community Bank

#	Branch name	Branch Location-Area	Customer Timing	IPO Subscription Timings	Branch Address
1	Al Maryah Community Bank, Innovation Hub	Abu Dhabi	Mon-Sat: 8AM to 10PM	Mon-Sat: 8AM to 2PM	Al Maryah Community Bank, Innovation Hub, 454 Shakbout Bin Sultan Street, Abu Dhabi, UAE
2	Al Maryah Community Bank, Mall of the Emirates	Dubai	Mon-Sat: 10AM to 10PM	Mon-Sat: 10AM to 10PM	Al Maryah Community Bank, Level 1, Ski Dubai Entrance, Mall of the Emirates, Dubai, UAE

6. Definitions and Abbreviations

<i>2020 AGP Annual Financial Statements</i>	The audited annual financial statements, together with the notes thereto and the audit report thereon, of AGP as of and for the year ended 31 December 2020.
<i>2020 ALNG Annual Financial Statements</i>	The audited annual financial statements, together with the notes thereto and the audit report thereon, of ALNG as of and for the year ended 31 December 2020.
<i>2021 AGP Annual Financial Statements</i>	The audited annual financial statements, together with the notes thereto and the audit report thereon, of AGP as of and for the year ended 31 December 2021.
<i>2021 ALNG Annual Financial Statements</i>	The audited annual financial statements, together with the notes thereto and the audit report thereon, of ALNG as of and for the year ended 31 December 2021.
<i>ADGM</i>	Abu Dhabi Global Market.
<i>ADNOC</i>	Abu Dhabi National Oil Company (ADNOC) P.J.S.C., a leading diversified energy group.
<i>ADNOC ASR Annual Financial Statements</i>	The audited annual carve-out financial statements, together with the notes thereto and the audit report thereon, of the ADNOC ASR Gas Assets as of the years ended 31 December 2021 and 2020.
<i>ADNOC ASR Gas Assets</i>	The gas processing operations and assets, historically conducted by ADNOC on an ASR basis through the Joint Ventures and AIG, including but not limited to the property, plants and facilities (including pipelines) at the Asab 1, Asab 2, Habshan 0-4 and Habshan 5 plants, the Ruwais natural gas liquids fractionation plant, the Ruwais sulphur granulation plant, the OAG and IGD facilities at Das Island, and the Mirfa IGP, all of which were transferred to Gas Co pursuant to the Reorganisation.
<i>ADNOC ASR Financial Statements</i>	The ADNOC ASR Unaudited Interim Financial Statements, together with the ADNOC ASR Annual Financial Statements.
<i>ADNOC ASR Unaudited Interim Financial Statements</i>	The unaudited interim condensed carve-out financial statements, together with the notes thereto, of the ADNOC ASR Gas Assets as of the ten months ended 31 October 2021 and 2022.
<i>ADNOC Gas Business</i>	ADNOC's interests in (i) the ADNOC ASR Gas Assets, (ii) each of the Joint Ventures and (iii) AIG.
<i>ADNOC Group Companies</i>	ADNOC and the group of companies owned by ADNOC.
<i>ADNOC Group Companies Employees</i>	The relevant individuals employed by any of the ADNOC Group Companies residing in the UAE.

<i>ADNOC Onshore</i>	Abu Dhabi Company for Onshore Petroleum Operations Limited (trading as ADNOC Onshore).
<i>ADX</i>	Abu Dhabi Securities Exchange in the UAE.
<i>AED or UAE dirham</i>	The lawful currency of the UAE.
<i>AGP</i>	Abu Dhabi Gas Industries Limited (trading as ADNOC Gas Processing), a joint venture in which Gas Co holds a 68% interest.
<i>AGP Annual Financial Statements</i>	The 2020 AGP Annual Financial Statements, together with the 2021 AGP Annual Financial Statements.
<i>AGP ASR Annual Financial Statements</i>	The audited annual financial statements, together with the notes thereto and the audit report thereon, of the AGP ASR Business for the years ended 31 December 2021 and 2020.
<i>AGP ASR Business</i>	The activities carried out by AGP on behalf of ADNOC on an ASR basis prior to the Reorganisation, which relate to certain gas processing assets and operations as reflected in the AGP ASR Financial Statements.
<i>AGP ASR Financial Statements</i>	The AGP ASR Annual Financial Statements, together with the AGP ASR Unaudited Interim Financial Statements.
<i>AGP ASR Unaudited Interim Financial Statements</i>	The unaudited interim condensed financial statements, together with the notes thereto, of the AGP ASR Business as of and for the ten months ended 31 October 2022, which include comparative figures as of and for the ten months ended 31 October 2021.
<i>AGP Financial Statements</i>	The AGP Annual Financial Statements and the AGP Unaudited Interim Financial Statements.
<i>AGP Unaudited Interim Financial Statements</i>	The unaudited interim condensed financial statements of AGP as of and for the ten months ended 31 October 2022, which include comparative figures as of and for the ten months ended 31 October 2021.
<i>AIG</i>	ADNOC Industrial Gases Company Limited - Sole Proprietorship L.L.C..
<i>AIG ASR Business</i>	The activities carried out by AIG on behalf of ADNOC on an ASR basis prior to the Reorganisation, which relate to the industrial gas assets and operations of the IGPs currently owned by Gas Co.
<i>ALNG</i>	Abu Dhabi Gas Liquefaction Company Limited, a joint venture in which Gas Co holds 70% interest.
<i>ALNG Annual Financial Statements</i>	The 2020 ALNG Annual Financial Statements and the 2021 ALNG Annual Financial Statements.
<i>ALNG ASR Annual Financial Statements</i>	The audited annual financial statements, together with the notes thereto and the audit report thereon, of the ALNG ASR

	Business for the years ended 31 December 2021 and 2020.
<i>ALNG ASR Business</i>	ADNOC activities carried out by ALNG on behalf of ADNOC on an ASR basis prior to the Reorganisation, which relate to certain gas processing assets and operations as reflected in the ALNG ASR Financial Statements.
<i>ALNG ASR Financial Statements</i>	The ALNG ASR Annual Financial Statements and the ALNG ASR Unaudited Interim Financial Statements.
<i>ALNG ASR Unaudited Interim Financial Statements</i>	The unaudited interim condensed financial statements, together with the notes thereto, of the ALNG ASR Business as of and for the ten months ended 31 October 2022, which include comparative figures as of and for the ten months ended 31 October 2021.
<i>ALNG Financial Statements</i>	The ALNG Annual Financial Statements and the ALNG Unaudited Interim Financial Statements.
<i>ALNG Unaudited Interim Financial Statements</i>	The unaudited interim condensed financial statements, together with the notes thereto, of ALNG as of and for the ten months ended 31 October 2022, which include comparative figures as of and for the ten months ended 31 October 2021.
<i>Articles of Association</i>	The articles of association of the Company adopted in connection with the Offering, and certain requirements of applicable laws and regulations in effect as at the date hereof, as set out in Annexe 2.
<i>ASG</i>	Abu Dhabi Gas Development Company Limited (ADNOC Sour Gas).
<i>Authority or SCA</i>	The Securities and Commodities Authority of the United Arab Emirates.
<i>ASR</i>	"On a sole risk basis", in reference to certain gas processing operations that were owned by ADNOC prior to the Reorganisation, but were conducted on an ADNOC sole risk basis by the Joint Ventures and AIG.
<i>ASR Businesses</i>	The AGP ASR Business, the ALNG ASR Business, the AIG ASR Business and the ADNOC ASR Gas Assets.
<i>associated gas</i>	Natural gas found in liquids-rich reservoirs as gas dissolved in oil, which comes out of solution as the overall pressure is reduced by production.
<i>Audited Annual Financial Statements</i>	The AGP Annual Financial Statements, the ALNG Annual Financial Statements, the AGP ASR Annual Financial Statements, the ALNG ASR Annual Financial Statements and the ADNOC ASR Financial Statements which are listed in Annexe 1.
<i>bbl</i>	Billion barrels of petroleum liquids.

<i>Board or Board of Directors</i>	The board of directors of the Company.
<i>bscfd</i>	Billion standard cubic feet per day.
<i>Borouge</i>	Abu Dhabi Polymers Company (Borouge).
<i>C+</i>	Propane, butane and paraffinic naphtha.
<i>Capital Expenditure</i>	Additions to property, plant and equipment.
<i>Cash Conversion</i>	(Adjusted EBITDA /less tax /less capital expenditure) divided by Adjusted EBITDA.
<i>Changes in Net Working Capital</i>	The difference between Net Working Capital at the end of the year/period and beginning of the year/period.
<i>Closing Date</i>	1 March 2023 for the First Tranche and the Third Tranche, and 2 March 2023 for the Second Tranche.
<i>Companies Regulations</i>	ADGM Companies Regulations 2020 (as amended).
<i>Company</i>	ADNOC Gas plc.
<i>Deloitte & Touche</i>	Deloitte & Touche (M.E.).
<i>DFSA</i>	Dubai Financial Services Authority.
<i>DIFC</i>	Dubai International Financial Centre.
<i>Directors</i>	The Executive Directors and the Non-Executive Directors.
<i>Electronic Applications</i>	Applications via internet / mobile banking and ATMs as provided by the Receiving Banks to the First Tranche and the Third Tranche Subscribers.
<i>ESG</i>	Environmental, social and governance.
<i>EU</i>	The European Union.
<i>European Commission</i>	The European Commission of the EU.
<i>Exchange Act</i>	The U.S. Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder.
<i>Executive Directors</i>	The executive Directors of the Company.
<i>Expression of Interest (EOI)</i>	The platform for registering interest in the Offering by the Third Tranche Subscribers in order to be eligible for allotment in the Third Tranche.
<i>Final Offer Price</i>	The offer price at which all the Subscribers in the First Tranche, the Second Tranche and the Third Tranche will purchase each Offer Share will be at the Final Offer Price. The Final Offer Price of each Offer Share will be determined following a bookbuild process for the Second Tranche and following consultation between the Joint Lead Managers,

	the Selling Shareholder and the Company. The Offer Shares of the Second Tranche Subscribers must represent all of the Offer Shares used to calculate the Final Offer Price of each Offer Share. Following closing of the Second Tranche, the Company will publish an announcement setting out the Final Offer Price, which will be published in two Arabic local daily newspapers and one English newspaper in the UAE and on the Company's website at: www.adnoc.ae/adnocgas-IPO.
<i>Financial Year</i>	The financial year of the Company starts on 1 January and ends on 31 December of each year.
<i>First Tranche</i>	The Offering of the Offer Shares in the UAE to First Tranche Subscribers.
<i>First Tranche Subscribers</i>	Individual Subscribers and other investors (including natural persons, companies and establishments) who do not participate in the Second Tranche or the Third Tranche and who hold a NIN with the ADX and have a bank account in the UAE.
<i>First Tranche and Third Tranche Subscribers</i>	collectively the First Tranche Subscribers and the Third Tranche Subscribers.
<i>Fiscal Arrangement</i>	The fiscal arrangement entered into between Gas Co and SCFEA, dated 14 February 2023 and effective from 1 January 2023, in connection with the Reorganisation.
<i>FSMR</i>	Financial Services and Markets Regulations.
<i>FSRA</i>	ADGM Financial Services Regulatory Authority.
<i>FTS or FTS Fund Transfer Mode</i>	UAE Central Bank Fund Transfer ("FTS") mode.
<i>Gas Co</i>	ADNOC Gas Facilities LLC, the Company's wholly owned subsidiary, which received the ADNOC Gas Business from ADNOC in connection with the Reorganisation.
<i>GCC</i>	Gulf Cooperation Council countries comprising the United Arab Emirates, Kingdom of Saudi Arabia, Sultanate of Oman, State of Qatar, State of Kuwait and Kingdom of Bahrain.
<i>GHG</i>	Greenhouse gas.
<i>GSPA</i>	The Gas Supply and Payment Agreement entered into by and between ADNOC and Gas Co on 31 December 2022 and effective 1 January 2023.
<i>Group, our, us or we</i>	The Company and the ADNOC Gas Business taken as a whole, as the context requires.
<i>HSE</i>	Health, safety and environmental.

<i>IASB</i>	The International Accounting Standards Board.
<i>IFRS</i>	The International Financial Reporting Standards as issued by the IASB and related interpretations as adopted by IASB.
<i>IGD</i>	Internal gas development.
<i>IGPs</i>	The Mirfa IGP and the Ruwais IGP.
<i>Individual Subscribers</i>	Natural persons who hold a NIN with the ADX and have a bank account in the UAE (including natural persons constituting Assessed Professional Investors who do not participate in the Second Tranche). There are no other citizenship or residence requirements.
<i>Industry Report</i>	The report dated 26 January 2023 issued by Wood Mackenzie to us in connection with the Offering.
<i>Integrated Gas</i>	As defined under the GSPA, includes gas and gas products extracted from the Shah gas field and/or produced by ASG for or received or acquired by ADNOC, but excluding any Sulphur produced by the ASG Facilities.
<i>Joint Bookrunners</i>	First Abu Dhabi PJSC, HSBC Bank Middle East Limited, EFG-Hermes UAE Limited (acting in conjunction with EFG Hermes UAE LLC), Abu Dhabi Commercial Bank PJSC, and a syndicate of other regional and international banks.
<i>Joint Lead Managers</i>	First Abu Dhabi Bank PJSC, HSBC Bank Middle East Limited, EFG Hermes UAE LLC and Abu Dhabi Commercial Bank PJSC.
<i>Joint Ventures or JV</i>	AGP and ALNG.
<i>KPIs</i>	Key performance indicators.
<i>KPMG</i>	KPMG Lower Gulf Limited.
<i>Kt</i>	Kilotonnes.
<i>Lead Receiving Bank</i>	First Abu Dhabi Bank PJSC.
<i>Leverage</i>	The ratio of Net Debt to Adjusted EBITDA.
<i>Listing Advisor</i>	First Abu Dhabi Bank PJSC.
<i>Listing of the Shares or Listing</i>	Following the closing of the subscription and the allocation of Offer Shares to successful Subscribers, the Company will apply to list and admit to trading all of its Shares on the ADX. Trading in the Shares on the ADX will be effected through the ADX Share Registry.
<i>LNG</i>	Liquefied natural gas.
<i>LPG</i>	Liquefied petroleum gas.

<i>m3/hr</i>	Cubic metres per hour.
<i>Manager's Cheque</i>	Certified bank cheque drawn on a bank licensed and operating in the UAE.
<i>mbbld</i>	Thousand barrels of oil per day.
<i>mbopd</i>	Thousand barrels of oil per day.
<i>MENA</i>	Middle East and North Africa.
<i>Minimum Investment</i>	The minimum subscription for 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 (see the section on “ <i>Subscription Amounts</i> ” in the first section of this Prospectus for further details).
<i>Mirfa IGP</i>	Gas Co's industrial gases production plant with nitrogen and krypton/xenon mixture capacity located in Mirfa, Abu Dhabi.
<i>mmbpd</i>	Million barrels per day.
<i>mmbtu</i>	Million British thermal unit.
<i>mmtpa</i>	Million metric tonne per annum.
<i>mmscf</i>	Million standard cubic feet.
<i>mmsfd</i>	Million standard cubic feet per day.
<i>mt</i>	Million tonnes.
<i>mtpa</i>	Metric tonnes per annum.
<i>Net Debt</i>	Bank loans plus lease liabilities minus cash and cash equivalents.
<i>Net Working Capital</i>	The sum of inventories, amount due from related parties (current portion only), prepayments and other receivables minus amount due to related parties (current portion only) and trade and other payables.
<i>NGL</i>	Natural gas liquids.
<i>NIN</i>	A national investor number that a Subscriber must obtain from the ADX for the purposes of subscription.
<i>nm3/h</i>	Normal cubic metre per hour.
<i>non-associated gas</i>	Natural gas found in gas-rich reservoirs where gas occurs with hydrocarbon liquids of less than 10bbbls/MMscf; and in unconventional reservoirs with low permeability, such as tight gas or shale gas reservoirs.

<i>Non-Executive Directors</i>	The non-executive Directors of the Company.
<i>Novation Agreements</i>	The novation agreements entered into between ADNOC and one or more members of the Group in connection with the Reorganisation, including, without limitation, the Novation and Amendment Agreement in respect of the AGP Amended and Restated Joint Venture Agreement, the Novation and Amendment Agreement in respect of the ALNG Amended and Restated Joint Venture Participants Agreement, the Novation and Amendment Agreement in respect of the AGP Associated Gas Processing and NGL Delivery Agreement, and the Novation and Amendment Agreement in respect of the Amended and Restated AGP Gas Supply and Payment Agreement (see " <i>Material Agreements</i> " and " <i>Related Party Transactions</i> ").
<i>O&M Co</i>	ADNOC Gas Operations and Marketing LLC, the Company's wholly owned subsidiary, which, following the planned future completion of Post-Reorganisation Optimisation, will be responsible for the operation and marketing of the ADNOC Gas Business.
<i>OAG</i>	Offshore associated gas.
<i>Offer Participants</i>	The entities listed on pages [9-11] of this Prospectus.
<i>Offer Period</i>	The subscription period for the First Tranche and the Third Tranche starts on 23 February 2023 and will close on 1 March 2023. The subscription period for the Second Tranche starts on 23 February 2023 and will close on 2 March 2023.
<i>Offer Price Range</i>	The Offer Shares are being offered at an offer price range in AED that will be published on the first day of the Offer Period.
<i>Offer Shares</i>	3,070,056,880 Shares which will be sold by the Selling Shareholder in a public subscription process. 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 and SCA's approval.
<i>Offering or Offer</i>	The public subscription for 3,070,056,880 Shares (representing approximately 4% of the total issued shares in the Company) which are being offered for sale by the Selling Shareholder. 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 and SCA's approval.
<i>Offering Regulations</i>	SCA Chairman of the Board Resolution No. (11/R.M) of 2016 on the Regulations for Issuing and Offering Shares of Public Joint Stock Companies, as amended.

<i>Operating Free Cash Flow</i>	Adjusted EBITDA less Capital Expenditure.
<i>Post-Reorganisation Optimisation</i>	The planned future consolidation under O&M Co of the operation, maintenance and marketing of the ADNOC Gas Business through (i) the transfer of substantially all of the personnel of AGP, ALNG and AIG to the employment of O&M Co and (ii) the entry by O&M Co into certain agreements with the Company, Gas Co, ADNOC and the Joint Ventures to effect the foregoing.
<i>Professional Investors</i>	“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: (a) “Deemed Professional Investors”, which include: 1. international bodies and organisations whose members are states, central banks, or national monetary authorities; governments, bodies, institutions and their own investment and non-investment bodies and companies that are wholly owned by any of them; a central bank or other national monetary authorities in any country, state or legal authority; capital market institutions licensed by SCA or a similar supervisory authority; financial institutions; regulated financial institutions, local or foreign mutual investment funds, regulated pension fund management companies or 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 state; a trustee of a trust which has, during the past 12 months, assets valued at not less than AED 35,000,000; 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 or civil establishments which have or have had, at any time during the past two years, net assets valued at not less than AED 25,000,000 (without deducting partner loans in the case of joint ventures); 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: (i) holds total assets valued at not less than AED 75,000,000 (excluding short-term liabilities and long-term liabilities); (ii) has a net annual revenue valued at not less than AED 150,000,000; or (iii) has an aggregate total of cash and investments on its balance sheet; or its total equity (after deducting paid up share capital), valued at not less than AED 7,000,000; (b) “Service-Based Professional Investors”, which include: 1. any person conducting an activity involving the provision of credit facilities for commercial purposes for: (iv) an undertaking; (v) a person in control of an undertaking; (vi) any member of the group to which the undertaking belongs; or (vii) any joint investment venture in which the undertaking is a partner; and - a person conducting credit facility and investment deal arrangement services in connection with structuring, financing, and companies; Annexe 1 “Assessed Professional Investors”, which include: 2. a natural person who owns net assets, excluding the value of their main residence, valued at not less than AED 4,000,000 (a “HNWI”); a natural person who is: (viii) approved by the Authority or a similar
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	supervisory authority; (ix) employed at a licensed entity or a regulated financial institution who has been employed for the past two years; (x) of sufficient knowledge and experience in respect of the relevant investments and their risks (based on suitability criteria); or (xi) 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: (xii) the account participant must be an immediate or second degree relative of the main account holder; (xiii) the account is used to manage the investments of the main account holder and its Subscribers; and (xiv) 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. an undertaking which: (xv) maintains an aggregate total of cash and investments on its balance sheet or total equity (after deducting paid up share capital), valued at not less than AED 4,000,000; and (xvi) has sufficient knowledge and experience in respect of the relevant investments and their risks (based on suitability criteria); and an undertaking which: (i) is controlled by a natural person who holds the majority of the shares or voting rights in the relevant undertaking or possesses the ability to appoint or
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	remove the majority of the relevant undertaking's board of directors; (ii) has a holding or subsidiary company; or (iii) 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 QIB 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 FSRA's 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.
<i>QIB</i>	A "qualified institutional buyer" as defined in Rule 144A.
<i>RAI</i>	RAI Audit and Tax Services.
<i>Raw Gas</i>	As defined under the GSPA, includes gas and gas products produced from reservoirs (including associated gas and non-associated gas) and excludes all Integrated Gas.
<i>Receiving Banks</i>	The group of banks led by the Lead Receiving Bank, comprising that bank and Al Maryah Community Bank, Abu Dhabi Commercial Bank PJSC, and Abu Dhabi Islamic Bank PJSC.
<i>Regulation S</i>	Regulation S under the US Securities Act.
<i>Reorganisation</i>	The reorganisation of the ADNOC Gas Business comprising (a) the transfer by ADNOC to Gas Co of the ADNOC Gas Business and (b) the entry by Gas Co and the Company into the Reorganisation Agreements (see also " <i>Material Agreements</i> " and " <i>Related Party Transactions</i> ").
<i>Reorganisation Agreements</i>	the agreements entered into among the Company, ADNOC,

	the Joint Ventures and joint venture partners therein, among others, to allow the Company to continue to operate the ADNOC Gas Business post-Reorganisation, including, <i>inter alia</i> , the GSPA, the Transitional Marketing and Transportation Agreement, the Sulphur Sales and Marketing Agreement, the Pipelines Use and Operation Agreement, the RGSA and certain lease agreements (for more information, see “ <i>Material Agreements</i> ” and “ <i>Related Party Transactions</i> ”).
<i>RGSA</i>	The Re-injection Gas Sale Agreement between ADNOC and Gas Co dated 31 December 2022 and effective as of 1 January 2023.
<i>Rule 144A</i>	Rule 144A under the US Securities Act.
<i>Ruwais IGP</i>	AIG’s industrial gases production plant with a liquid nitrogen and liquid oxygen capacity located in Ruwais, Abu Dhabi.
<i>SCA Governance Code</i>	The Chairman of SCA’s Board of Directors’ Decision No. (3/R.M) of 2020 Concerning Approval of Joint Stock Companies Governance Code (as amended from time to time).
<i>SCFEA</i>	Supreme Council for Financial and Economic Affairs of Abu Dhabi.
<i>Second Tranche</i>	The offer of Offer Shares to Second Tranche Subscribers made under the Second Tranche Document.
<i>Second Tranche Document</i>	The Second Tranche offer document that has been drafted in a specific manner to be addressed only to Professional Investors subscribing for Offer Shares in the Second Tranche and in compliance with the laws and regulations of the relevant competent jurisdictions specified therein and acceptable to such jurisdictions and, which has not been reviewed, endorsed or approved by SCA. Such offer document (including the information contained therein) does not form part of this Prospectus. The offer document for the Second Tranche will be available at the Company’s website at www.adnoc.ae/adnocgas-IPO
<i>Second Tranche Subscribers</i>	Professional Investors.
<i>Selling Shareholder</i>	ADNOC.
<i>Shareholder</i>	A holder of Shares in the capital of the Company.
<i>Shares</i>	The ordinary shares of the Company with a nominal value of USD 0.250 (equivalent to AED 0.918) each.
<i>Share Transfer</i>	The transfer by ADNOC of 3,837,571,100 Shares to TAQA (representing approximately 5% of the total issued and outstanding share capital of the Company) pursuant to a share transfer instrument between ADNOC and TAQA.

<i>SMS</i>	Short Message Service.
<i>Subscriber</i>	A natural or juridical applicant, in either case who applies for subscription in the Offer Shares.
<i>TAQA</i>	Abu Dhabi National Energy Company PJSC.
<i>Taxable Person</i>	Any Person registered or obligated to register for Tax under Federal Decree-Law No 8 of 2017 on Value Added Tax (with "Person" and "Tax" having the meanings ascribed to them therein).
<i>tbtu</i>	One million mmbtu
<i>tcf</i>	One trillion cubic feet.
<i>Third Tranche</i>	The offer of the Offer Shares to the Third Tranche Subscribers.
<i>Third Tranche Subscribers</i>	ADNOC Group Companies Employees and UAE National Retirees, who have registered their interest in the EOI platform.
<i>tpd</i>	Tonnes per day.
<i>tph</i>	Total petroleum hydrocarbons.
<i>Tranche</i>	The First Tranche, the Second Tranche or the Third Tranche.
<i>UAE</i>	United Arab Emirates.
<i>UAE Central Bank</i>	The Central Bank of the United Arab Emirates.
<i>UAE National Retirees</i>	retired employees of the ADNOC Group Companies who are UAE nationals and residing in the UAE.
<i>Unaudited Interim Financial Statements</i>	The AGP Unaudited Interim Financial Statements, the ALNG Unaudited Interim Financial Statements, the AGP ASR Unaudited Interim Financial Statements, the ALNG ASR Unaudited Interim Financial Statements and the ADNOC ASR Unaudited Interim Financial Statements.
<i>Unaudited Pro Forma Financial Information</i>	The unaudited <i>pro forma</i> combined statement of profit or loss for the year ended 31 December 2021 and ten months ended 31 October 2022 and 31 October 2021, and the unaudited <i>pro forma</i> combined statement of financial position as of 31 October 2022.
<i>United States or US</i>	The United States of America, its territories and possessions, any State of the United States of America, and the District of Columbia.
<i>USD or US dollars or \$</i>	The lawful currency of the United States of America.
<i>US Securities Act</i>	The US Securities Act of 1933, as amended.

<i>Wood Mackenzie</i>	Service providers in connection with the Offering having produced the Industry Report.
<i>VAT</i>	Value added tax.