Final Terms

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

21 October 2025

MDGH GMTN (RSC) Ltd

Legal entity identifier (LEI): 213800WRY6FRL9IXLT77

Issue of AED 1,000,000,000 4.200 per cent. Notes due 2030

under the Global Medium Term Note Programme

Guaranteed by Mamoura Diversified Global Holding PJSC

PART A— CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Base Prospectus dated 8 October 2025 which constitutes a base prospectus for the purposes of the UK Prospectus Regulation (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing at the registered office of the Issuer during normal business hours at 2462ResCowork01, 24th Floor, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates and copies may be obtained from the registered office of the Principal Paying Agent during normal business hours at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom. The Base Prospectus, and in the case of Notes admitted to trading on the regulated market of the London Stock Exchange, the applicable Final Terms will also be published on the website of the London Stock Exchange (http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html).

1.	(a)	Issuer:	MDGH GMTN (RSC) Ltd
	(b)	Guarantor:	Mamoura Diversified Global Holding PJSC
2.	(a)	Series Number:	34
	(b)	Tranche Number:	1

	(c)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.	Specified Currency or Currencies:		UAE dirham ("**AED**")
4.	Aggregate Principal Amount:		
	(a)	Series:	AED 1,000,000,000
	(b)	Tranche:	AED 1,000,000,000
5.	Issue Price:		100 per cent. of the Aggregate Principal Amount
6.	(a)	Specified Denominations:	AED 500,000 plus integral multiples of AED 5,000 in excess thereof
	(b)	Calculation Amount (in relation to calculation of interest in global form see Conditions):	AED 5,000
7.	(a)	Issue Date:	23 October 2025
	(b)	Interest Commencement Date:	Issue Date
8.	Maturity Date:		23 October 2030
9.	Interest Basis:		4.200 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption/Payment Basis:		Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their principal amount
11.	Change of Interest Basis:		Not Applicable
12.	Put/Call Options:		Change of Control Put Issuer Call
13.	(a)	Status of the Notes:	Senior
	(b)	Status of the Guarantee:	Senior
	(c)	Date of Board approval for issuance of Notes and Guarantee obtained:	1 March 2021, and 8 April 2009 and 28 February 2021, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions:		Applicable
	(a)	Rate(s) of Interest:	4.200 per cent. per annum payable in arrear on each Interest Payment Date
	(b)	Interest Payment Date(s):	23 April and 23 October in each year up to and including the Maturity Date, commencing on 23 April 2026
	(c)	Fixed Coupon Amount(s) for Notes in definitive form (and in	AED 105 per Calculation Amount

		relation to Notes in global form see Conditions):	
	(d)	Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	Not Applicable
	(e)	Day Count Fraction:	30/360
	(f)	Determination Date(s):	Not Applicable
15.	Floating Rate Note Provisions:		Not Applicable
16.	Zero Coupon Note Provisions:		Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Notice period for Condition 7(b):		Minimum period: 30 days Maximum period: 60 days
18.	Issuer Call:		Applicable
	(a)	Optional Redemption Date(s):	23 September 2030 or any Business Day thereafter up to (but excluding) the Maturity Date
	(b)	Optional Redemption Amount:	AED 5,000 per Calculation Amount
	(c)	If redeemable in part:	
		(i) Minimum Redemption Amount:	Not Applicable
		(ii) Maximum Redemption Amount:	AED 5,000 per Calculation Amount
	(d)	Notice period:	Minimum period: 30 days Maximum period: 60 days
19.	Investor Put:		Not Applicable
20.	Change of Control Put:		Applicable
	(a)	Change of Control Redemption Amount:	AED 5,000 per Calculation Amount
	(b)	Notice Periods:	Minimum period: 30 days Maximum period: 60 days
21.	Final Redemption Amount:		AED 5,000 per Calculation Amount
22.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:		AED 5,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	Form of Notes:	Registered Notes: Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg

24.	Additional Financial Centre(s):	London
25.	Talons for future Coupons to be attached to Definitive Notes in bearer form:	No
26.	U.S. Selling Restrictions:	Regulation S Category 2; TEFRA not applicable
27.	Prohibition of Sales to EEA Retail Investors:	Not Applicable
28.	Prohibition of Sales to UK Retail Investors:	Not Applicable

Signed on behalf of MDGH GMTN (RSC) Ltd:	Signed on behalf of Mamoura Diversified Global Holding PJSC:
By: Mohamed Al Hashemi Duly authorised	By: Carlos Obeid Duly authorised
By: Kofi Aduku Duly authorised	

PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

(i)	Listing and Admission to trading:	Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and to be listed on the Official List of the FCA with effect from 23 October 2025
(ii)	Estimate of total expenses related to admission to trading:	£6,200

2. **RATINGS**

Ratings:	The Notes to be issued are expected to be rated: AA by Fitch. Fitch is established in the United Kingdom and registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018. Fitch is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (amended) (the "**CRA Regulation**"). The rating assigned by Fitch has been endorsed by Fitch Ratings Ireland Limited in accordance with the CRA Regulation. Fitch Ratings Ireland Limited is established in the European Union and registered under the CRA Regulation.

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

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. Certain of the Joint Lead Managers have been allocated Notes and on the issue date of the Notes the Joint Lead Managers may hold a portion of the Notes. The Joint Lead Managers may sell such Notes in the secondary market but are under no obligation to do so. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and their affiliates in the ordinary course of business.

4. **GREEN NOTES AND REASONS FOR THE OFFER**

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

5. **YIELD** *(Fixed Rate Notes only)*

Indication of yield:	4.200 per cent. per annum The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. **OPERATIONAL INFORMATION**

(i)	ISIN:	XS3210133412
(ii)	Common Code:	321013341
(iii)	CFI:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(iv)	FISN:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(v)	Any clearing system(s) other than DTC, Euroclear and Clearstream, Luxemburg and the relevant identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable