

FINAL TERMS

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

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**), only; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. 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.

7 May 2024

Abu Dhabi Developmental Holding Company PJSC

Legal entity identifier (LEI): 254900G082ZFKTCR2Q75

Issue of U.S.\$1,250,000,000 5.500 per cent. Notes due 2034
under the Global Medium Term Note Programme

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 29 April 2024 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 P.O. Box 164, Abu Dhabi, United Arab Emirates and copies may be obtained from the registered office of the Principal Paying Agent during normal business hours at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom. The Base Prospectus and the Final Terms will also be published on the website of the London Stock Exchange (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

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| 1. | Issuer: | Abu Dhabi Developmental Holding Company PJSC |
| 2. | (a) Series Number: | 2 |
| | (b) Tranche Number: | 1 |

	(c) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.	Specified Currency or Currencies:	U.S. dollars (U.S.\$)
4.	Aggregate Nominal Amount:	
	(a) Series:	U.S.\$1,250,000,000
	(b) Tranche:	U.S.\$1,250,000,000
5.	Issue Price:	99.507 per cent. of the Aggregate Nominal Amount
6.	(a) Specified Denominations:	U.S.\$200,000 plus integral multiples of U.S.\$1,000 in excess thereof
	(b) Calculation Amount (in relation to calculation of interest in global form see Conditions):	U.S.\$1,000
7.	(a) Issue Date:	8 May 2024
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	8 May 2034
9.	Interest Basis:	5.500 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 nominal 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) Date of Board approval for issuance of Notes obtained:	18 April 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions:	Applicable
	(a) Rate of Interest:	5.500 per cent. per annum payable in arrear on each Interest Payment Date

(b)	Interest Payment Dates:	8 May and 8 November in each year up to and including the Maturity Date, commencing on 8 November 2024
(c)	Fixed Coupon Amount for Notes in definitive form (and in relation to Notes in global form see Conditions):	U.S.\$27.50 per Calculation Amount
(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 Dates:	8 February 2034 or any Business Day thereafter up to (but excluding) the Maturity Date
(b)	Optional Redemption Amount:	U.S.\$1,000 per Calculation Amount
(c)	Notice 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:	U.S.\$1,000 per Calculation Amount
(b)	Notice Period:	Minimum period: 30 days Maximum period: 60 days
21.	Final Redemption Amount:	U.S.\$1,000 per Calculation Amount
22.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	U.S.\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 23. | Form of Notes: | Registered Notes:

Regulation S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg

Rule 144A Global Note registered in the name of a nominee for DTC |
| 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; Rule 144A and 3(c)(7); TEFRA not applicable |
| 27. | Singapore Sales to Institutional Investors and Accredited Investors only: | Applicable |
| 28. | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| 29. | Prohibition of Sales to UK Retail Investors: | Not Applicable |

Signed on behalf of
Abu Dhabi Developmental Holding Company PJSC:

By: 
Duly authorised



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and to be listed on the Official List of the FCA with effect from 8 May 2024.
- (ii) Estimate of total expenses related to admission to trading: £6,250 in relation to the listing and trading of the Notes on the London Stock Exchange.

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

Fitch: AA

Moody's: Aa2

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

Moody's is established in the European Union and registered under the CRA Regulation. Moody's is not established in the United Kingdom and has not applied for registration under the UK CRA Regulation. The ratings assigned by Moody's have been endorsed by Moody's Investors Service Ltd. in accordance with the UK CRA Regulation. Moody's Investors Service Ltd. is established in the United Kingdom and registered in accordance with the UK CRA Regulation.

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

Save for any fees payable to the Managers or their affiliates, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The 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 and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER

See "*Use of Proceeds*" in the Base Prospectus

5. YIELD

Indication of yield: 5.565 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: XS2816006725 for the Regulation S Global Note

US00402D2B08 for the Rule 144A Global Note

(ii) Common Code: 281600672 for the Regulation S Global Note

281816411 for the Rule 144A Global Note

(iii) CUSIP: 00402D2B0

(iv) CFI: DTFUFR

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) FISN: ABU DHABI DEVEL/TRA # TR UNSEC

See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

(vi) Any clearing system(s) other than DTC, Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

(vii) Delivery: Delivery against payment

(viii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable