Restricted



Abu Dhabi Securities Exchange Group Chief Executive Officer Resolution No. (07) Of 2025 Concerning the Listing of Aldar Properties PJSC Green Sukuk قرار الرئيس التنفيذي لمجموعة سوق أبوظبي للأوراق المالية رقم (07) لسنة 2025م بشأن إدراج صكوك خضراء لشركة الدار العقارية ش.م.ع

Subject to Article No. (38) Of the Abu Dhabi Securities Exchange's Listing and Disclosure Rules. The following has been decided:

استناداً لأحكام المادة رقم (38) من قواعد الإدراج والإفصاح لسوق أبو ظبي للأوراق المالية، تقرر الآتي:

مادة (1)

Article (1)

Listing of Aldar Properties PJSC Green Sukuk, total amount of USD 500,000,000 in one tranche as per the attached pricing term sheet, starting Wednesday 28th of May 2025.

تدرج الصكوك الخضراء الصادرة عن شركة الدار العقارية ش.م.ع بقيمة اجمالية 500,000,000 دولار أمريكي من شريحة واحدة وفق أحكام التسعير المرفقة وذلك اعتباراً من يوم الأربعاء الموافق 2025/05/28.

Article (2)

All heads of departments in ADX are to execute this resolution all in their respective fields.

مادة (2)

على جميع رؤساء الإدارات في السوق تنفيذ هذا القرار كل في مجال اختصاصه.

Article (3)

This resolution shall be circulated to all departments in ADX, and all brokers accredited by ADX, a copy should be sent to SCA, AD CSD and AD CLEAR. The resolution is effective as from the date of issue.

مادة (3)

يُعمم هذا القرار على جميع إدارات السوق والوسطاء المعتمدين لدى السوق، وترسل نسخة منه إلى هيئة الأوراق المالية والسلع، شركة أبو ظبي للإيداع وشركة أبوظبي للمقاصة، ويعمل به اعتباراً من تاريخ صدوره.

Abdulla Salem Alnuaimi

Group Chief Executive Officer

Abu Dhabi Securities Exchange

Date: 23/05/2024



دي لمجموعة الأوراق المالية 2022

الرئيس التنفيذي لمجموعة م سوق أبو ظبي للأوراق المالية التاريخ: 2024/05/23

ســـوق أبوظبـــي للأوراق الماليــة Abu Dhabi Securities Exchange

Pricing Term Sheet		فانمة أحكام التسعير	
11 March 2025		التاريخ: 11 مارس 2025	
Aldar Investment Properties Sukuk Limited		صكوك الدار للاستثمار العقاري المحدودة	
U.S.\$500,000,000 5.250 per cent. Notes due 2035 (the "Notes")		سندات بقيمة 500,000,000 دولار أمريكي بفائدة ثابته 5.250% تستحق عام 2035	
Issuer	Aldar Investment Properties Sukuk Limited	صكوك الدار للاستثمار العقاري المحدودة	المُصدر
Guarantor	Aldar Investment Properties LLC	الدار للاستثمار العقاري ذ.م.م	الضامن
Issuer LEI	549300ZE234V8AG9E962	549300ZE234V8AG9E962	معرّف الكيان القانوني للمصدر
Guarantor LEI	549300GSR8KPFFQDNN10	549300GSR8KPFFQDNN10	معرّف الكيان القانوني للضامن
Issue Ratings	Baa1 (Moody's)	Baa1 (Moody's)	تصنيف الإصدار
Туре	Senior Unsecured	متقدمة الاولوية ، غير مضمون	نوع السندات
Format	Green Sukuk (Al-Wakala / Murabaha)	صكوك الخضراء (الوكالة / المرابحة)	شكل الإصدار
U.S. Selling Restrictions	Regulation S, Category 2	Regulation S, الفئة 2	قيود البيع في الولايات المتحدة
Currency	U.S. Dollars	دولار أميركي-\$	العملة
Issue Size	U.S. \$500,000,000	500,000,000 دولار أمريكي	حجم الإصدار
Denominations	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof	200,000\$ دولار أمريكي و 1,000\$ دولار أمريكي للمبالغ الإضافية	الفئأت المحددة
Tenor	10-years	10 سنوات	المدة
Issue Date	25 March 2025	25 مارس 2025	تاريخ الإصدار
Maturity Date	25 March 2035	25 مارس 2035	تاريخ الاستحقاق
Interest Payment Dates	Semi-annually, on 25 March and 25 September of each year up to and including the Scheduled Dissolution Date commencing on 25 September 2025	يُدفع في نصف السنة, في 25 مارس و و 25 سبتمبر من كل عام إلى وبما في ذلك تاريخ الاستحقاق المقرر الذي بيداً في 25 سبتمبر 2025	دفعات الفائدة (مواعيد التوزيع)

Benchmark	T 4 % 02/15/35	T 4 % 02/15/35	المؤشر/ المرجع
Benchmark Yield/Bid	4.230% / 103-05+	4.230% / 103-05+	العائد المرجعي/
Re-offer UST Spread	+110 bps	110 نقطة اساس	السعر هامش الفائدة فوق متوسط مقايضات الدولار الأمريكي
Re-offer Yield	5.330%	5.330%	ريع الإصدار
Coupon	5.250% PA	5.250% سنوياً	دفعات الأرباح
Reoffer Price	99.386 per cent.	99.386%	سعر الإصدار
Day Count Fraction	30/360	30/360	عدد الأيام في احتساب الربح
Business Days	Abu Dhabi and London	أبوظبي ولندن	أيام العمل
Listing	Global Exchange Market of Euronext Dublin and Abu Dhabi Securities Exchange	سوق الصرف العالمي ليورونكست دبلن وسوق أبوظبي للأوراق المالية	الإدراج
Law	English Law, the laws of the Emirate of Abu Dhabi and to the extent applicable in Abu Dhabi, the federal law of the United Arab Emirates (as applicable)	القانون الإنجليزي، وقوانين إمارة أبوظبي وإلى الحد المعمول به في أبوظبي، والقانون الاتحادي لدولة الإمارات العربية المتحدة (حسب الاقتضاء)	القانون
Clearing	Euroclear and Clearstream, Luxembourg	يروكاير و كلييرستريم, لوكسيمبرغ	المقاصة
Form of the Certificates	Registered form, evidenced by a Global Certificate	نموذج مسجل ، مثبت بشهادة عالمية	شكل السندات
Joint Global Coordinators	J.P. Morgan securities plc Standard Chartered Bank	جي بي مورغان للأوراق المالية بنك ستاندرد تشارترد	المنسقون العالميون المشتركون
Joint Lead Managers and Joint Bookrunners	Abu Dhabi Commercial Bank PJSC Abu Dhabi Islamic Bank PJSC Ajman Bank PJSC, Arab Banking Corporation (B.S.C.) Dubai Islamic Bank PJSC Emirates NBD Bank PJSC First Abu Dhabi Bank PJSC HSBC Bank pJc	بنك أبوظبي التجاري (ش.م.ع) مصرف أبوظبي الإسلامي (ش.م.ع) مصرف عجمان (ش.م.ع)، المؤسسة العربية المصرفية (ش.م.ب) بنك دبي الإسلامي (ش.م.ع) بنك الإمارات دبي الوطني	مدراء الاكتتاب الرئيسيين المشاركين

	J.P. Morgan securities plc	بنك أبوظبي الأول (ش.م.ع)	
	KFH Capital Investment	بنك إتش إس بي سي (ش.م.ع)	
	Company K.S.C.C.	جي بي مورغان للأوراق المالية	
	Mashreqbank psc (acting	(ش.م.ع)	
	through its Islamic Banking	شُركة بيت التمويل الكويتي	
	Division)	(ك.م.ك)	
	Sharjah Islamic Bank PJSC	بنك المشرق (شمع) (يعمل من	
	Standard Chartered Bank	خلال قسم الخدمات المصرفية	
		الإسلامية)	
		بنك الشارقة الإسلامي (ش.م.ع)	
		بنك ستاندر د تشارتر د	
Joint Green Structurers	First Abu Dhabi Bank	بنك أبوظبي الأول	وكلاء الهيلكة
	HSBC	اتش اس بي سي	الخضراء
	Standard Chartered Bank	بنك ستاندر د تشارتر د	المشاركين
Regulation S ISIN /	XS2854315814 / 285431581	XS2854315814 /	القانون
		285431581	Regulation S
Common Code			
			رمز الإصدار
Stabilisation	FCA/ICMA	FCA/ICMA	مستوى الاستقرار

IMPORTANT NOTICE

BY ACCEPTING, VIEWING OR READING THIS DOCUMENT (THIS "DOCUMENT"), THE RECIPIENT AGREES TO BE BOUND BY THE FOLLOWING OBLIGATIONS AND LIMITATIONS.

This document is indicative and is strictly confidential to the recipient and has been prepared by HSBC Bank plc (including, where relevant, its group undertakings and affiliates, "HSBC"), Abu Dhabi Commercial Bank PJSC, Abu Dhabi Islamic Bank PJSC, Ajman Bank PJSC, Arab Banking Corporation (B.S.C.), Dubai Islamic Bank PJSC, Emirates NBD Capital LimitedBank PJSC, First Abu Dhabi Bank PJSC, J.P. Morgan securities plc, KFH Capital Investment Company K.S.C.C., Mashreqbank psc (acting through its Islamic Banking Division), Sharjah Islamic Bank PJSC and Standard Chartered Bank as joint lead managers and joint bookrunners (the "Joint Lead Managers" which term, for this purpose, includes First Abu Dhabi Bank PJSC, HSBC Bank plc and Standard Chartered Bank in their capacity as joint green structurers) on behalf of the Obligor and the Trustee for information purposes only in connection with the transaction. This Document is an indicative summary of the terms and conditions of the transaction described herein and may be amended, superseded or replaced by subsequent summaries or withdrawn entirely and neither the Obligor, the Trustee nor any Joint Lead Manager shall have any responsibility to notify any other party of any such changes.

The distribution of this Document and the offering in certain jurisdictions may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions could result in a violation of the laws of such jurisdiction. This Document does not constitute or form a part of any offer or solicitation to purchase or subscribe for the Certificates in the United States or any other jurisdiction. The Certificates have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("Regulation S")). The Certificates are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S. No public offering of the Certificates will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited.

This Document has not been approved by the United Kingdom Financial Conduct Authority (the "FCA") and is being distributed to, and is directed only at, persons in the United Kingdom (the "UK") in circumstances where section 21(1) of the Financial Services and Markets Act 2000 of the UK, as amended (the "FSMA") does not apply. The distribution of this Document in the UK: (A) if effected by a person who is not an authorised person under the FSMA, is being addressed to, or directed at, only the following persons: (i) persons who are Investment Professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order"); (ii) persons falling within any of the categories of persons described in Article 49(2) (High net worth companies, unincorporated associations, etc.) of the Financial Promotion Order; and (iii) any other person to whom it may otherwise lawfully be made in accordance with the Financial Promotion Order; and (B) if effected by a person who is an authorised person under the FSMA, is being addressed to, or directed at, only the following persons: (i) persons falling within one of the categories of Investment Professional as defined in Article 14(5) of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "Promotion of CIS Order"); (ii) persons falling within any of the categories of person described in Article 22(2)(a)-(d) (High net worth companies, unincorporated associations, etc.) of the Promotion of CIS Order; and (iii) any other person to whom it may otherwise lawfully be made (all such persons together being referred to as "relevant persons"). Any person who is not a relevant person should not receive or act or rely on this Document or any of its contents. Any investment activity (including, but not limited to, any invitation, offer or agreement to subscribe, purchase or otherwise acquire securities) to which this Document relates will only be available to, and will only be engaged with, persons who fall within the manufacturer target market. Each recipient also represents and agrees that it has complied and will comply with all applicable provisions of FSMA with respect to anything done by it in relation to any Certificates in, from or otherwise involving the UK. The Certificates are not being offered to the public in the UK.

Investors should not subscribe for any Certificates except on the basis of the information contained in the base listing particulars dated 5 July 2024 relating to the Programme, as supplemented by the supplement thereto dated 7 March 2025 (together, the "Base Listing Particulars") and the applicable pricing supplement to be prepared by the Trustee in connection with the Certificates (the "Pricing Supplement").

This communication is an advertisement. The Base Listing Particulars is, and the Pricing Supplement, when published, will be, available on the website of Euronext Dublin (https://live.euronext.com/).

The Joint Lead Managers make no representation, warranty or undertaking and accept no responsibility as to the accuracy or completeness of any information contained in this Document. The value of any investment may fluctuate as a result of market changes. The information in this Document is not intended to predict actual results and no assurances are given with respect thereto.

The Joint Lead Managers are not responsible for providing or arranging for the provision of any general financial, strategic or specialist advice, including legal, shariah, regulatory, accounting, model auditing or taxation advice or services or any other services in relation to the Certificates. The Joint Lead Managers are acting solely in the capacity of arms' length contractual counterparty and not as adviser, agent or fiduciary to any person. The Joint Lead Managers accept no liability whatsoever to the fullest extent permitted by law for any losses (including any consequential losses) arising from the use of this Document or reliance on the information contained herein. Any person considering an investment in the Certificates should consult their own independent advisers. Prospective investors should conduct their own due diligence and consult their own Shariah advisers as to whether the Certificates and the trading of thereof (including on the secondary market) is in compliance with Shariah principles for their own purposes.

This Document shall not constitute an underwriting commitment, an offer of financing, an offer to sell, or the solicitation of an offer to buy any Certificates described herein in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Notice of Product Classification by the Trustee under Section 309B of the Securities and Futures Act 2001 of Singapore (as amended or modified from time to time, the "SFA") – the Trustee has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA) that the Certificates are classified as prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

The Certificates may only be offered and sold in Hong Kong to professional investors, as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the "SFO") and any rules made under the SFO.

This announcement may not be distributed in the Kingdom of Saudi Arabia ("Saudi Arabia") except to such persons as are permitted under the Rules on the Offer of Securities and Continuing Obligations issued by the board of the Capital Market Authority (the "CMA") pursuant to resolution number 3-123-2017 dated 9/4/1439H (corresponding to 27 December 2017), as amended by CMA resolution number 3-114-2024 dated 4/4/1446H (corresponding to 7 October 2024) (the "KSA Regulations"). Any offer of the Certificates to an investor in Saudi Arabia or who is a Saudi person must be made in compliance with Article 8(a)(1) or Article 9 of the Rules on the KSA Regulations and, in each case, Article 10 of the KSA Regulations.

UK MiFIR professionals/ECPs-only – Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels).

No PRIIPs or UK PRIIPs key information document has been prepared as the Certificates are not available to retail in the European Economic Area or the UK.

NO ACTION HAS BEEN OR MAY BE TAKEN TO PERMIT A PUBLIC OFFERING OF ANY CERTIFICATES IN ANY JURISDICTION IN WHICH ACTION FOR THAT PURPOSE IS REQUIRED. NO OFFERS, SALES, RESALES OR DELIVERY OF ANY CERTIFICATES OR DISTRIBUTION OF ANY OFFERING MATERIAL RELATING TO ANY SUCH CERTIFICATES MAY BE MADE IN OR FROM ANY JURISDICTION EXCEPT IN CIRCUMSTANCES WHICH WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE LAWS AND REGULATIONS AND WHICH WILL NOT IMPOSE ANY OBLIGATION ON THE JOINT LEAD MANAGERS OR ANY OF THEIR RESPECTIVE AFFILIATES.

A RATING IS NOT A RECOMMENDATION TO BUY, SELL OR HOLD THE CERTIFICATES AND MAY BE SUBJECT TO SUSPENSION, CHANGE OR WITHDRAWAL AT ANY TIME BY THE ASSIGNING RATING AGENCY. SIMILAR RATINGS FOR DIFFERENT TYPES OF ISSUERS AND ON DIFFERENT TYPES OF SECURITIES DO NOT NECESSARILY MEAN THE SAME THING. THE SIGNIFICANCE OF EACH RATING SHOULD BE ANALYSED INDEPENDENTLY FROM ANY OTHER RATING. The Joint Lead Managers, their respective affiliates and the individuals associated therewith may (in various capacities) have positions or deal in products, investments and transactions (or related derivatives) identical or similar to those described herein.

This Document has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Joint Lead Managers or any person who controls any of them, nor any member, director, officer, employee nor agent of any of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the document distributed to you in electronic format and the hard copy version available to you on request from any of the Joint Lead Managers.

None of the Joint Lead Managers makes any representation as to (i) the suitability of the Certificates to fulfil environmental, sustainability or green criteria required by prospective investors, (ii) whether an amount equal to the net proceeds of the issuance of the Certificates will be used to finance, refinance and/or invest in relevant eligible green projects, including their environmental /green/ sustainability criteria or (iii) the characteristics of relevant eligible green projects, or businesses to whom an amount equal to the proceeds of the Certificates are applied or invested, including their characteristics. No Joint Lead Manager has undertaken, nor is responsible for,

any assessment of the eligibility criteria, any verification of whether the eligible green projects meet the eligibility criteria, or the monitoring of the use of proceeds (or an amount equal thereto). Investors should refer to the Aldar's Green Framework (as defined in the Base Listing Particulars) and second-party opinion available on Aldar's website for information and should determine for themselves the relevance of the information contained in the Base Listing Particulars regarding the use of proceeds (or an amount equal to the same) and its investment in the Certificates should be based upon such investigation as it deems necessary. None of Aldar's Green Framework or any second-party opinion provided in respect of the Aldar's Green Framework or any related reports, verification assessments or the contents of Aldar's website are incorporated in, or form part of, the Base Listing Particulars or this announcement and should not be relied upon in connection with making any investment decision with respect to the Certificates. In addition, no assurance or representation is given by the Joint Lead Managers or any other person to investors as to the suitability or reliability for any purpose whatsoever of any opinion, report or certification of any third party in connection with the offering of the Certificates.

HSBC Bank plc, J.P. Morgan Securities plc and Standard Chartered Bank are authorised and supervised by the UK Prudential Regulation Authority (the "PRA") and are subject to regulation by the FCA and the PRA. Abu Dhabi Islamic Bank PJSC, Ajman Bank PJSC, Dubai Islamic Bank PJSC, Mashreqbank psc and Sharjah Islamic Bank PJSC are licensed and regulated by the Central Bank of the United Arab Emirates. Abu Dhabi Commercial Bank PJSC and First Abu Dhabi Bank PJSC are licensed by the Securities and Commodities Authority of the United Arab Emirates and licensed and regulated by the Central Bank of the United Arab Emirates. Emirates NBD Capital is regulated by the Dubai Financial Services Authority. Arab Banking Corporation (B.S.C.) is regulated by the Central Bank of Bahrain. KFH Capital Investment Company K.S.C.C., is regulated and licensed by the Capital Markets Authority of Kuwait.