

SUPPLEMENT DATED 21 MARCH 2022 TO THE BASE PROSPECTUS DATED 9 DECEMBER 2021

MDGH GMTN (RSC) LTD

(incorporated with limited liability in the Abu Dhabi Global Market as a restricted scope company)

Global Medium Term Note Programme

unconditionally and irrevocably guaranteed by

Mamoura Diversified Global Holding PJSC

(incorporated with limited liability in the Emirate of Abu Dhabi, United Arab Emirates)

This Supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 9 December 2021 which comprises a base prospectus for the purposes of the UK Prospectus Regulation constitutes a supplement to the prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the Global Medium Term Note Programme (the **Programme**) established by MDGH GMTN (RSC) Ltd (the **Issuer**) and unconditionally and irrevocably guaranteed by Mamoura Diversified Global Holding PJSC (the **Guarantor**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in this Supplement, **UK Prospectus Regulation** means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and the Guarantor the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to amend the “Recent Developments” section in the manner described below.

Recent Developments

The following paragraphs shall be inserted on page 145 of the Base Prospectus at the end of the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations of the Group—Recent Developments*”:

“In December 2021:

- MIC, Abu Dhabi National Energy Company PJSC (**TAQA**) and ADNOC signed an agreement which envisages the combination of their renewable energy and green hydrogen portfolios into Masdar, leveraging Masdar’s strong international legacy and brand identity. Subject to final agreement and any necessary third party and regulatory approvals, it is currently envisaged that (i) TAQA and ADNOC will acquire a 43 per cent. shareholding and a 24 per cent. shareholding, respectively, in Masdar’s renewable energy business leaving the Company with a 33 per cent. shareholding and (ii) ADNOC and TAQA will acquire a 43 per cent. shareholding and a 24 per cent. shareholding, respectively, in Masdar’s green hydrogen business leaving the Company with a 33 per cent. shareholding. When executed, this partnership is expected to have a combined current, committed and exclusive capacity of over 23 GW of renewable energy, which would make Masdar

one of the largest clean energy companies of its kind and position it to lead the industry on a global scale.

- MIC transferred 100 per cent. of the shares of each of Sixty Fourth SBVF 1 (Restricted) Limited, Sixty Fourth SBVF 2 (Restricted) Limited, Sixty Fourth SBVF 3 (Restricted) Limited, Sixty Fourth SBVF 4 (Restricted) Limited and Sixty Fourth SBVF 5 (Restricted) Limited (the **Mubadala SBVF Investors**) from MIC Capital Management (Restricted) 7 Ltd to the Company. The Mubadala SBVF Investors hold the entirety of the partnership interests in Softbank Vision Fund L.P., Softbank Vision Fund (AIV M1) L.P., Softbank Vision Fund (AIV S1) L.P., Softbank Vision Fund (AIV M2) L.P. and Softbank Vision Fund (AIV M3) L.P. that were previously owned by MIC.

In addition, all conditions precedent to the sale of Matsa referred to in “*Risk Factors—Factors that may affect the Guarantor’s ability to fulfil its obligations under the Guarantee—Risks relating to the Group’s investment activities generally—Dispositions involve risks and uncertainties, including announced dispositions not being completed*” were satisfied before 31 December 2021, and, in accordance with IFRS, the sale will be booked in the Group’s consolidated financial statements as at, and for the year ended, 31 December 2021 when they are published. The legal transfer of the shares was subsequently completed, and the outstanding consideration was paid, on 31 January 2022.”

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.