TERMS AND CONDITIONS FOR PHYSICAL ACCEPTANCE AND TRANSFER FORMS

in relation to the voluntary conditional cash offer by Abu Dhabi Developmental Holding Company PJSC (ADQ) to acquire up to 100% of the issued and paid-up share capital of Abu Dhabi Ports Company PJSC (AD Ports) for AED 6.25 in cash for each AD Ports Share

PROCEDURE FOR ACCEPTANCE OF THE OFFER

- Unless otherwise stated or defined in these Terms and Conditions, all terms used in these Terms and Conditions are the same as those used or defined in the Offer Document.

- To accept the Offer, use a physical Acceptance and Transfer Form and follow the instructions and notes for guidance set out in these Terms and Conditions or submit an electronic Acceptance and Transfer Form available at ipo.emiratesnbd.com/en/adports with Emirates NBD and IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank.

- Holders of AD Ports Shares must either sign a physical Acceptance and Transfer Form to accept the Offer or submit an electronic Acceptance and Transfer Form.

- Holders of AD Ports Shares acknowledge and agree that, for their AD Ports Shares to be accepted under the Offer, any pledge, charge, lien or other encumbrance over those AD Ports Shares must be released no later than the Business Day immediately preceding the Closing Date, and undertake to procure that release by such date (whatever the encumbrance may be), including by doing all things and making all payments or arrangements necessary to satisfy the relevant pledgee, secured lender or broker, and irrevocably authorises their broker, custodian, pledgee or secured lender and the ADCSD to release that encumbrance and transfer those AD Ports Shares to ADQ against payment of the Offer Price, and to enter into any further arrangement (including any tri-party arrangement) with ADQ or the ADCSD reasonably requires to that end.

- The information in these Terms and Conditions, together with the Offer Document, may help to answer queries you may have about the Acceptance and Transfer Form and the procedure for responding to the Offer. Please read these Terms and Conditions and the Offer Document carefully before completing an Acceptance and Transfer Form.

- Please return a physical Acceptance and Transfer Form, duly completed and signed as soon as possible and, in any event, so as to be received by hand to the Joint Lead Receiving Banks by no later than 3:00 PM (UAE time) on 15 September 2026.

- The Offer is subject to the Conditions set out in the Offer Document dated 18 August 2026. Unless otherwise stated, terms defined in the Offer Document shall have the same meaning in these Terms and Conditions.

If you have any questions relating to the procedure for acceptance of the Offer, please contact the Joint Lead Receiving Banks on: Emirates NBD – 800 3623 476 or First Abu Dhabi Bank – 026 161 800 between 9:00AM and 5:00PM from Monday to Friday. The Joint Lead Receiving Banks cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek your own independent financial advice immediately from your professional adviser or other independent financial adviser who is licensed by the UAE Capital Market Authority (the "CMA").

The Offer Document will be available on AD Ports' website, on ipo.emiratesnbd.com/en/adports with Emirates NBD and IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank and at the participating branches of the Joint Lead Receiving Banks during the Offer Period.

To accept the Offer, you must (i) complete and return either the English language or the Arabic language version of a physical Acceptance and Transfer Form in accordance with the instructions set out below, or (ii) submit an electronic Acceptance and Transfer Form, in either case as soon as possible but in any event so as to be received by electronic submission at ipo.emiratesnbd.com/en/adports with Emirates NBD and IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank or by hand to the Joint Lead Receiving Banks no later than 3:00 PM (UAE time) on 15 September 2026. The list of branches of the Joint Lead Receiving Banks where AD Ports Shareholders may submit Acceptance and Transfer Forms has been included in paragraph 7 below.

Following the Closing Date, the Offeror may (in its discretion) continue to receive acceptances from AD Ports Shareholders who have not accepted the Offer by the Closing Date. Further details are set out in Section II (Further Terms of the Offer) of the Offer Document.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK YOUR OWN PERSONAL INDEPENDENT FINANCIAL ADVICE IMMEDIATELY FROM YOUR PROFESSIONAL ADVISER OR OTHER APPROPRIATE INDEPENDENT FINANCIAL ADVISER WHO IS LICENSED BY CMA.

COPIES OF THE OFFER DOCUMENT ARE AVAILABLE AT ipo.emiratesnbd.com/en/adports WITH EMIRATES NBD OR IPO Subscription | First Abu Dhabi Bank - UAE WITH FIRST ABU DHABI BANK.

In order to be effective, a physical Acceptance and Transfer Form must, except as described below, be signed personally by the registered holder. A company may execute an Acceptance and Transfer Form in accordance with its constitutional documents and applicable laws and regulations. By completing and signing an Acceptance and Transfer Form, the relevant registered holder is deemed to accept the Offer in relation to the AD Ports Shares indicated on the Acceptance and Transfer Form.

1. **If you have sold or transferred, or wish to sell or transfer, AD Ports Shares**

   If you have sold or otherwise transferred all of your AD Ports Shares (as applicable) please send the Offer Document together with the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, the Offer Document is not being published or distributed, and should not be forwarded or transmitted in or into or to, any Restricted Jurisdiction. If you have sold or otherwise transferred part only of your holding of AD Ports Shares, you should retain these documents.

   In the event that you submit either (i) an electronic Acceptance and Transfer Form or (ii) an Acceptance and Transfer Form, you irrevocably authorise the Joint Lead Receiving Banks to send a share freezing order on your behalf to ADCSD in respect of your AD Ports Shares being accepted for the Offer, which ADCSD will execute in order to freeze your AD Ports Shares indicated on either (i) the electronic Acceptance and Transfer Form or (ii) the Acceptance and Transfer Form available in the depository account. If you transfer any or all of your AD Ports Shares to a third party after submitting either (i) an electronic Acceptance and Transfer Form or (ii) an Acceptance and Transfer Form but prior to your AD Ports Shares being blocked, your electronic Acceptance and Transfer Form or Acceptance and Transfer Form in respect of such transferred AD Ports Shares will be deemed invalid and you will not have accepted the Offer in respect of such transferred AD Ports Shares.

   Note: If the AD Ports Shares indicated on either (i) the electronic Acceptance and Transfer Form or (ii) the Acceptance and Transfer Form are not available in the depository account, ADCSD will inform the Joint Lead Receiving Banks of this, and you will be required to issue instructions to your broker to transfer the indicated AD Ports Shares to your depository account with ADCSD. ADCSD will freeze the indicated AD Ports Shares when they become available after receiving written instructions from the Joint Lead Receiving Banks. If a lower number of AD Ports Shares is available in the depository account, ADQ and the Joint Lead Receiving Banks reserve the right to accept the Acceptance and Transfer Form in respect of such lower number of AD Ports Shares.

2. **If the sole shareholder has died**

   The personal representative(s) or the prospective personal representative(s) should approach ADCSD at the ADX as soon as possible to update the relevant ADX register and to transfer the AD Ports Shares from the name of the deceased investor to the relevant heir(s) before such heir(s) can accept the Offer. Once the ADX's register is updated, the personal representative(s) or prospective personal representative(s) should sign the Acceptance and Transfer Form in accordance with its terms.

3. **If the Acceptance and Transfer Form is signed under a power of attorney, by a legal guardian or by an endowment authority**

   The completed Acceptance and Transfer Form must be accompanied by the original power of attorney (or a notarised (and, if applicable, a legalised and protocolised) copy thereof).

   Where the signatory is the guardian of a minor AD Ports Shareholder, the following must be submitted: (i) original and copy of the guardian's passport or Emirates ID for verification of signature; (ii) original and copy of the minor's passport or Emirates ID; and (iii) if the guardian is appointed by the court, original and copy of the guardianship deed attested by the court and other competent authorities (e.g. notary public).

   Where the Acceptance and Transfer Form is signed by any other person on behalf of an AD Ports Shareholder, it must be accompanied by the original and a copy of the document authorising that person to sign on behalf of, and to represent, the AD Ports Shareholder and to accept the terms of the Offer Document and this Acceptance and Transfer Form.

4. **If any of your AD Ports Shares are pledged or subject to any form of security (including those AD Ports Shares subject to court order and in margin accounts of brokers)**

   Prior to submitting an electronic Acceptance and Transfer Form or an Acceptance and Transfer Form in respect of AD Ports Shares which are pledged or subject to any form of security (including those AD Ports Shares subject to court order and/or in margin accounts of brokers) you must contact the bank, broker or any third party in whose favour the AD Ports Shares have been pledged or any other security or attachment (including court order) has been granted and obtain the release from such pledge or any other security or attachment.

   In order for your AD Ports Shares to be accepted under the Offer, any pledge, charge, lien or other encumbrance over any of your AD Ports Shares must be released no later than the Business Day immediately preceding the Closing Date, and you undertake to procure that release by such date (whatever the encumbrance may be), including by doing all things and making all payments or arrangements necessary to satisfy the relevant pledgee, secured lender or broker, and irrevocably authorises your broker, custodian, pledgee or secured lender and the ADCSD to release that encumbrance and transfer those AD Ports Shares to ADQ against payment of the Offer Price, and to enter into any further arrangement (including any tri-party arrangement) with ADQ or the ADCSD reasonably requires to that end.

5. **If you want to submit electronically**

   AD Ports Shareholders may submit an electronic Acceptance and Transfer Form electronically at ipo.emiratesnbd.com/en/adports with Emirates NBD and IPO Subscription | First Abu Dhabi Bank - UAE with First Abu Dhabi Bank**.**

6. **Warranties**

By signing the Acceptance and Transfer Form, you (as an AD Ports Shareholder or on behalf of an AD Ports Shareholder) hereby accept all the undertakings, representations, warranties and agreements with the Offeror set out below (so as to bind him/her, his/her personal representatives, heirs, successors and assigns):

(a) that the acceptance shall constitute, in respect of the number of AD Ports Shares to which the relevant acceptance relates:

(i) an acceptance of the Offer on and subject to the terms and conditions set out or referred to herein, in the Offer Document and the Acceptance and Transfer Form;

(ii) an undertaking to execute any further documents and give any further assurances which may be required to enable the Offeror to obtain the full benefits of the terms of the Offer Document and the Acceptance and Transfer Form and/or to perfect any authorities expressed to be given thereunder (including, for the avoidance of doubt, any documentation required for the purposes of the Offeror's compliance with its "know your customer" requirements and procedures);

(iii) a representation and warranty that you are the legal and / or beneficial owner of such AD Ports Shares or, if you are not, that you are irrevocably and unconditionally entitled to transfer such shares and that the entire beneficial interest therein will be acquired under the Offer; and

(iv) if you are accepting this Offer on behalf of a registered holder(s), a representation and warranty that you are duly authorized by the registered holder(s) to accept this Offer on his/her behalf;

(b) that the AD Ports Shares in respect of which the Offer is accepted or deemed to be accepted are sold free from all liens, charges, equities, encumbrances, options, rights of pre-emption and other third party rights of any nature whatsoever and together with all rights now and hereafter attaching or accruing to them;

(c) that you have not received or sent copies or originals of this document or any other document relating to the Offer, in, into or from a Restricted Jurisdiction and you have not otherwise utilised in connection with the Offer, directly or indirectly, the use of the mail of or any means or instrumentality (including, without limitation, facsimile transmission, electronic mail or telephone) of interstate or foreign commerce of, or any facilities of a national securities exchange of, a Restricted Jurisdiction at the time of the input and settlement of the relevant acceptance(s); and in respect of the AD Ports Shares to which an acceptance relates, you are not an agent or fiduciary acting on a non-discretionary basis for a principal, unless you are an authorised employee of such principal or such principal has given all instructions with respect to the Offer from outside a Restricted Jurisdiction;

(d) that you have not taken or omitted to take any action which will or may result in the Offeror or any other person acting in breach of any legal or regulatory requirements of any territory in connection with the Offer or your acceptance thereof;

(e) that, if you accept the Offer, you will do all such acts and things in your control as shall be necessary or expedient to vest the aforesaid AD Ports Shares in the Offeror or its nominee(s) or such other persons as the Offeror may decide;

(f) that you agree to ratify each and every act or thing which may be done or effected by the Offeror or the sole director of the Offeror or their respective agents, or AD Ports or its agents, as the case may be, in the exercise of any of your powers and/or authorities under this paragraph 6 in relation to your AD Ports Shares (as relevant);

(g) that you submit, in relation to all matters arising out of or in connection with the Offer and the acceptance, to the jurisdiction of the Courts of Abu Dhabi and you agree that nothing shall limit the rights of the Offeror to bring any action, suit or proceeding arising out of or in connection with the Offer and acceptance in any other matter permitted by law or in any court of competent jurisdiction;

(h) that if any part of this paragraph 6 shall be unenforceable or invalid or shall not operate so as to afford the Offeror or any director of the Offeror or their respective agents the benefit or authority expressed to be given therein, you shall with all practicable speed do all such acts and things and execute all such documents in your control that may be required to enable the Offeror and/or any director of the Offeror and/or any of their respective agents to secure the full benefits of this document and the Acceptance and Transfer Form; and

(i) subject to the Offer becoming unconditional in all respects, that the execution of the Acceptance and Transfer Form and its delivery (whether by you as registered holder or by your attorney, legal guardian, personal representative or other duly authorised representative) constitutes the appointment of the Offeror as your agent or attorney with an instruction to the attorney to:

i. complete and execute all or any form(s) of transfer and/or other document in the attorney's discretion in relation to the AD Ports Shares referred to in paragraph 6(a) of these Terms and Conditions in favour of the Offeror or as the Offeror may direct;

ii. deliver such form(s) of transfer and/or other documentation at the attorney's discretion relating to such AD Ports Shares within six months of the Offer becoming unconditional in all respects; and

iii. execute all such other documents and do all such other acts and things as may in the opinion of the attorney be necessary or expedient for the purpose of, or in connection with, the acceptance of the Offer pursuant to the Acceptance and Transfer Form and to vest the AD Ports Shares in the Offeror or as the Offeror may direct.

7. **Joint Lead Receiving Banks**

AD Ports Shareholders wishing to accept the Offer may submit a completed Acceptance and Transfer Form to the below branches of the Joint Lead Receiving Banks.

EMIRATES	BRANCH	Location	Working Hours
		EMIRATES NBD	
Dubai	Jumeirah Branch	Emirates NBD Building, Al Wasl Rd Intersection, Umm Suquiem 3, Jumeirah, Dubai	Monday to Thursday (8:00 AM - 3:00 PM)
			Friday (8:00 AM - 11:30 AM)
			Saturday (8:00 AM - 3:00 PM)
Abu Dhabi	Khalifa Branch	Ground Floor, Al Neem Building, Shaikh Khalifa Street, Abu Dhabi	Monday to Thursday (8:00 AM - 3:00 PM)
			Friday (8:00 AM - 11:30 AM)
Abu Dhabi	Abu Dhabi Main office Branch	Ground floor, Capital Plaza tower, Abu Dhabi	Monday to Thursday (8:00 AM - 3:00 PM)
			Friday (8:00 AM - 11:30 AM)
			Saturday (8:00 AM - 3:00 PM)
Al Ain	Al Ain Khalifa Street Branch	Sheikh Khalifa Bin Zayed St, (in front of Burjeel Hospital), Al Ain	Monday to Thursday (8:00 AM - 3:00 PM)
			Friday (8:00 AM – 11:30 AM)
			Saturday (8:00 AM - 3:00 PM)
Sharjah	Sharjah Main Branch	Ground Floor, Emirates NBD Building, Immigration Road, Al Qassimia Area, Sharjah	Monday to Thursday (8:00 AM - 3:00 PM)
			Friday (8:00 AM - 11:30 PM)
			Saturday (8:00 AM - 3:00 PM)
		FIRST ABU DHABI BANK	
Abu Dhabi	Business Park, Abu Dhabi	Khalifa Park Al Qurm, PO BOX:6316	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Abu Dhabi	FAB One Tower, Abu Dhabi	Intersection of Shaikh Khalifa Street and Baniyas street,PO BOX:2993	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)

Abu Dhabi	Salam Street	Salam Street, Abu Dhabi	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Al Ain - Abu Dhabi	Al Ain New	Al Ain New PO BOX: 17822	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Dubai	Bur Dubai	Abdulla Al Rostamani Building, Khalid Bin Walid Road, Bur Dubai; PO BOX:115689	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Dubai	Sheikh Zayed Rd.	ALQUZE NEXT TO GOLDEN DAIMOND; PO BOX:52053	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Sharjah	Sharjah	Al Reem Plaza, Ground floor Buheira Corniche, Sharjah;PO BOX:1109	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Ajman	Ajman	Lulu Center, Al Ittihad Street, Downtown, Ajman	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Fujairah	Fujairah	Opposite Plaza Theatre Hamdan Bin Abdulla street;PO BOX:79	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Ras Al Khaimah	RAK (LNBAD)	FAB RAK (LNBAD), Corniche Al Qawasim Road, Near to NMC Royal Medical Center, RAK	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)
Umm Al Quwain	Umm Al Quwain	Building No 211, King Faisal Road Al Maidan Area, Umm Al Quwain;Po BOX:733	08: am to 03:00 pm (Monday- Thursday);
			08:00 am to 12:30 pm (Friday)
			08: am to 03:00 pm (Saturday)