

INVESTOR PRESENTATION

May 2021



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- 2. Response to COVID-19
- 3. Key credit highlights
- 4. Corporate governance
- 5. The economy of the UAE and Abu Dhabi
- 6. Concluding remarks
- 7. Issuance summary







Mohamed Juma Al Shamisi Group Chief Executive Officer



Martin Aarup Chief Financial Officer



Ross Thompson Chief Strategy & Growth Officer



Emil Pellicer General Counsel, Legal



We must not rely on oil alone as the main source of our national income

We have to diversify the sources of our revenue and construct economic projects that will ensure a free, stable and dignified life for the people of this country

Sheikh Zayed bin Sultan Al Nahyan Founder of the UAE





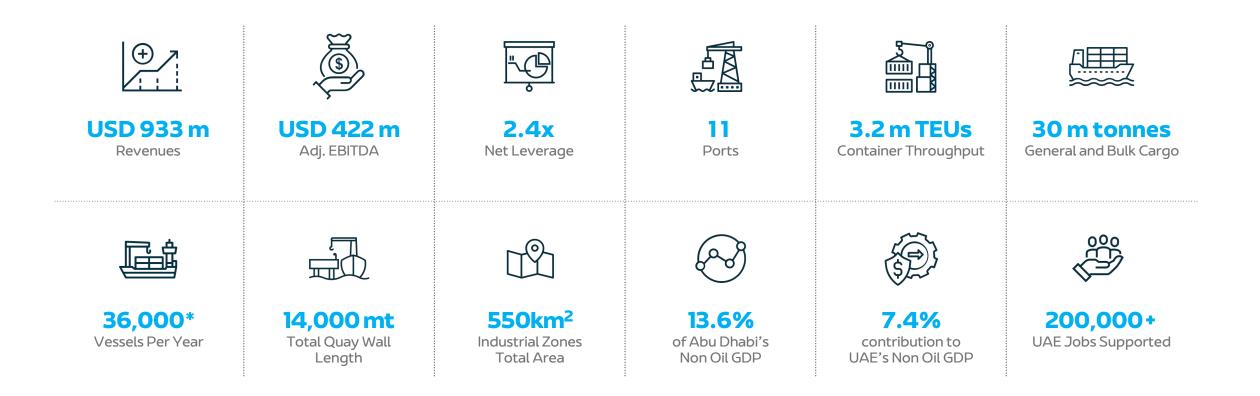
AD Ports has grown over the years, through organic growth and partnership agreements, into a leading ports and industrial zone operator







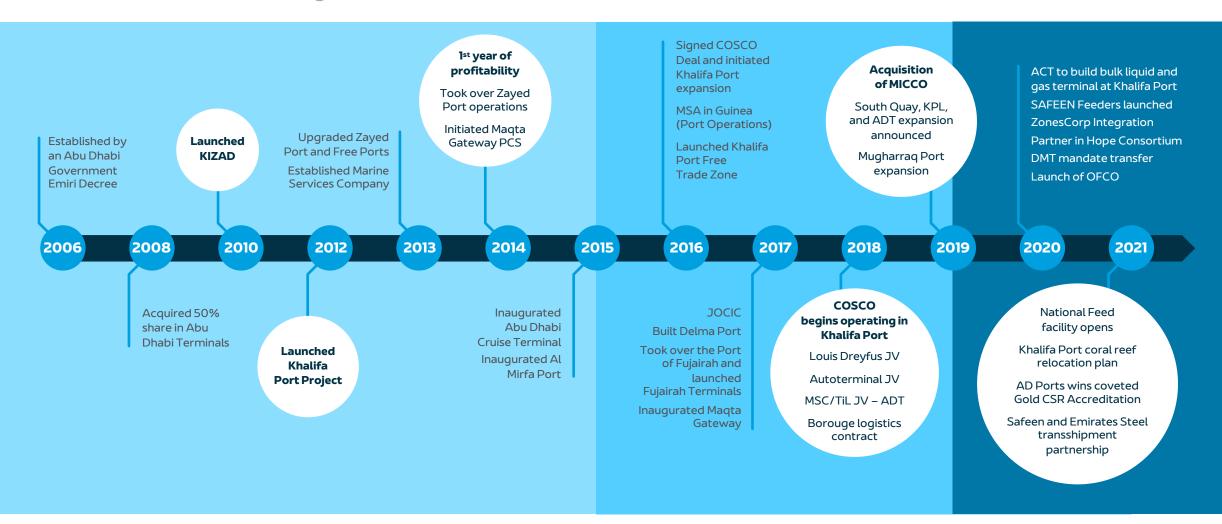
AD Ports has grown over the years, through organic growth and partnership agreements, into a leading ports and industrial zone operator



AD Ports

- A remarkable transformation journey

Expansion driven by economic diversification, growth of global maritime trade and overall investment to the region





AD Ports' strategy has been guided by the following key themes



Eleven ports: Gateway to the region at the centre of global trade

High growth part of the business, providing services in transportation, distribution, freight forwarding and contract logistics

General cargo, container, Ro-Ro, cruise, warehousing, storage and dry port facilities

Twelve super post-Panamax shipto-shore cranes

Twenty-five major shipping lines connected to 70+ destinations

Capital investment for infrastructure expansion, advanced cargo handling services, dry cold storage, automation and technology

2016 Five-year Khalifa Port expansion 2017 Fujairah Terminals 35-year concession

2019 Khalifa Port and South Quay expansion

2020 ACT building bulk of liquid and gas terminal

Revenue growth expected from capturing market share, partnerships, joint venture and M&A

2016 Cosco establish CSP Terminal 2018 JV signed with Auto Terminal 2018 JV signed with MSC/TIL/ADT

27% 34% 253 187 FY 2020 Revenue FY 2020 Adj. EBITDA (USD m)* (USD m)* and % of cluster EBITDA and % of total *Excluding corporate costs and eliminations

USD1.1b 3.2 m

Expansion plan

TEU container throughput in 2020

میناء خلیفۃ ک<mark>ار</mark> KHALIFA PORT

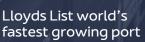






15 m 2030

No. 71 **TEU** capacity by



Source: Company Disclosures; Desktop Research USD/AED conversion rate 3.67









AD PORTS | INVESTOR PRESENTATION | MAY 2021

Two industrial zones: Vertical integration of client services and touchpoints across the business's portfolio

Increase long term revenues, modifying and adapting the product and service offering

c. 258.000m² of warehouse in Kizad and ZonesCorp at 94% occupancy

410km² Kizad land bank

140km² ZonesCorp land bank

71.5km² of developed leasable land with 77% occupancy

Gas network

ZonesCorp

Customer-first focus on broad range of growth industrial segments

Attracting leading AgTech start-ups Madar and RNZ

Long term client ADNOC

Al Futtaim land lease

EGA 4th largest aluminium producer in the world

Most significant integrated trade logistics purpose-built industrial zones in the region

12% of industrial zones in the GCC

Polymers park

Dedicated 2.5km² area for integrated food production

Dedicated metals cluster for construction and infrastructure FY 2020 Revenue (USD m)* and % of total

421

45%

FY 2020 Adj. EBITDA (USD m)* and % of cluster EBITDA

275

50%

*Excluding corporate costs and eliminations

25-50

550km²

Year land lease term at KIZAD and ZonesCorp

Total land area

EGA 🖊 **KIZAD**



Long-term customers include:

RNZ









industrial area



Long-term clients





Maritime cluster: Providing world-class services to establish Abu Dhabi as leading Middle East port and logistics hub

Critical growth part of the business attracts global cargo and logistics and grows Abu Dhabi's economy

Leveraging verticals to win long term contracts

EGA bulk transshipment via Kamsar, Guinea

Inward connectivity via logistics cluster

Two core entities, SAFEEN and Abu Dhabi Maritime offering port services, marine services and navigation services

Tug and towing services

Vessel traffic services

Oil spill response maritime emergencies

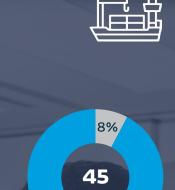
Bunkering and traditional marine services

Focused on regional connectivity growth, partnerships and joint ventures and further international growth

Indian Sub-Continent (UIG) 1,700 TEU service regional rotation

Oman Service (UCO) 1,000 TEU weekly service OFCO JV for offshore support services

Transshipment JV with Louis Dreyfus ESI transshipment



FY 2020 Adj. EBITDA (USD m)* and % of cluster EBITDA

*Excluding corporate costs and eliminations

36,000 1 Vessel calls*

11%

100

FY 2020 Revenue

(USD m)*

and % of total

10,800 Towage operations*

للافيان SAFEEN











حديد الإمارات emirates steel 6,500

Piloted vessels*



*FY 2019



Logistics cluster: Further vertical entry into regional logistics business to challenge and gain market share

Strategic push into the high growth market segments of transportation, distribution, freight forwarding and contract logistics

Multi-temperature storage solutions (from -80C to +26C)

Freight forwarding

Contract logistics

Focus on improving operational performance, profitability and crossselling logistics to clients across the portfolio

2018 Borouge logistics acquired
2019 MICCO acquisition
Increases regional competitiveness
Offering end to end logistics solution
2020 Logistics partner for:

- Rafed
- Hope Consortium
- Silal

Capital investment to improve facilities and logistics infrastructure

19,000m² cold storage expanding to 91,000m² by 2022 1,500 employees Building multi-cargo capacity Investing in technology 16%8%150424242424253525352545254525452545254

Cold store facilities

Logistics storage









COVID-19 vaccine

cold storage

Transport vehicles

550

Digital platform: Technology drives vertical integration, lowers costs, increases competitiveness, creating an engine for future growth and revenue

Satisfying customer needs and reducing costs. Speed up the time taken with planning, implementing, and moving goods and cargo through the supply chain

Maqta Gateway established in 2016

First of its kind in UAE and the region

PCS single window online solution

Mobile app and cargo customs clearance

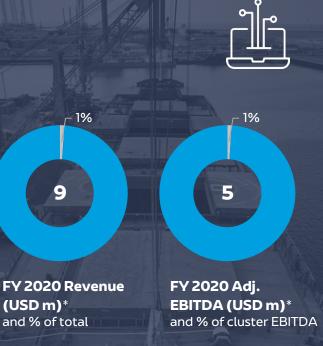
Leverage technology to establish a competitive leadership position and reduce costs for UAE based business

40 government clients in the UAE

Supporting the processing, planning, implementation and movement of goods and cargo across business verticals Target to become a technology market leader in global logistics and trade, and monetise proprietary technology

Leading digital gateway for shipping and port management

Growth market positioned to leverage natural economies of scale



*Excluding corporate costs and eliminations

30 m+ Digital transactions

Services digitised



atip



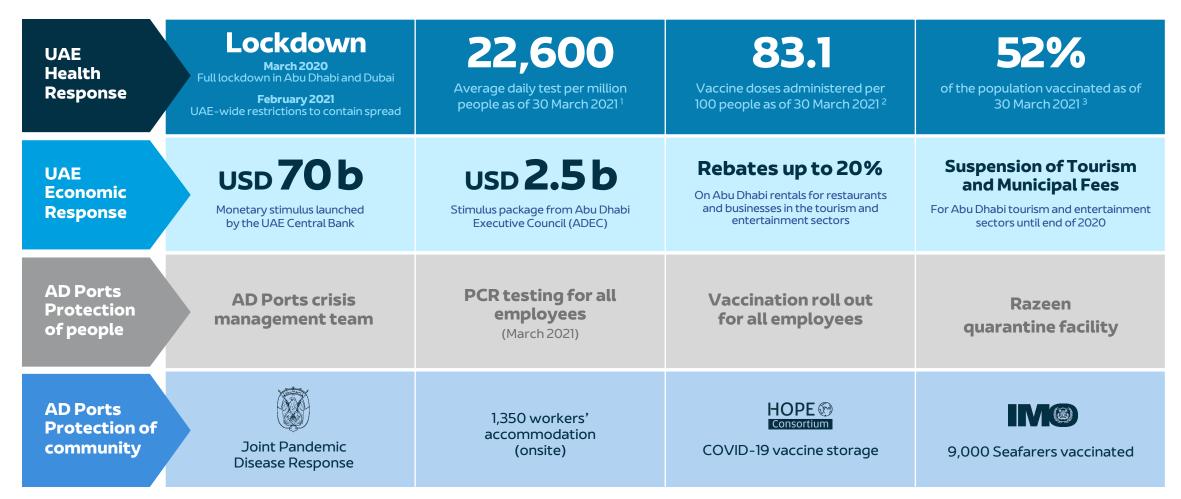


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Response to COVID-19

UAE and AD Ports' response to COVID-19 and path to recovery

The UAE government's response to COVID-19 was fast with nationwide lockdowns, investment to protect the economy and rolling out of testing infrastructure, homeschooling and working



Source: [1] Our World in Data – figures in 7 days rolling average [2] National Emergency Crisis and Disasters Management Authority [3] UAE Ministry of Health and Prevention USD/AED conversion rate 3.67

Key credit highlights



2

Integrated business model with clear synergies and strong growth

Strategic importance to Abu Dhabi 3

Strong hinterland and logistics connections Reliable revenue and cash flow generation

4

Robust operational performance

5

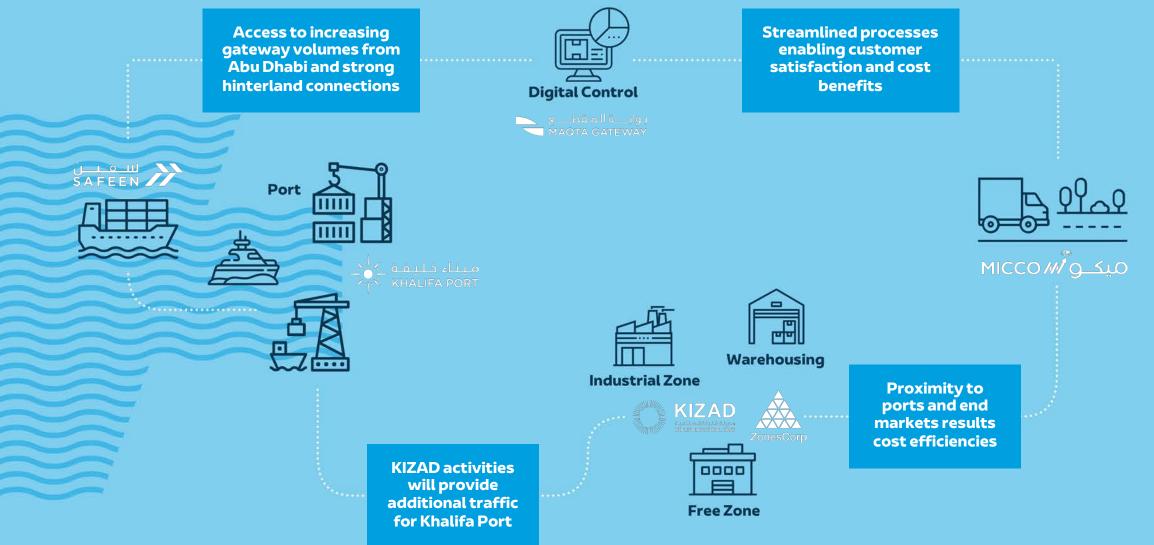
Solid financial performance and position

6





Integrated business model with clear synergies and strong growth



Strong hinterland and logistics connections



The business operates at the centre of global maritime routes



Strong hinterland and logistics connections (cont'd)



- Excellent connectivity through five nearby international airports
- o Abu Dhabi International Airport
- o Dubai World Central Airport
- o Dubai International Airport
- o Sharjah International Airport
- o Al Ain International Airport

- Khalifa Port serves more than 25 major shipping lines
- It is connected to more than 70 destination ports around the globe



- Excellent road network connected to all the Emirates and the GCC
- Four-lane highways and three-lane arterial roads link KIZAD with all major cities in the UAE, Oman, Qatar and KSA

- Etihad Rail will connect the country's major hubs of trade and industry
- It will be a vital part of the planned GCC Railway Network

- KIZAD's location adjacent to Khalifa Port ensures easy import and export of containers and bulk cargo
- Infrastructure allows easy accessibility throughout KIZAD and ZonesCorp

- Reliable revenue and cash flow generation



A significant portion of AD Ports' revenues is contractually committed



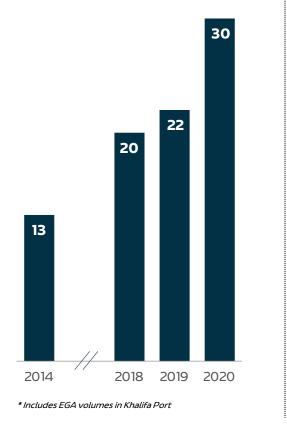
AD Ports' financial performance is characterised by steadily growing revenues, the majority of which is contractually committed in nature, providing long-term predictability and visibility of cash flow profile





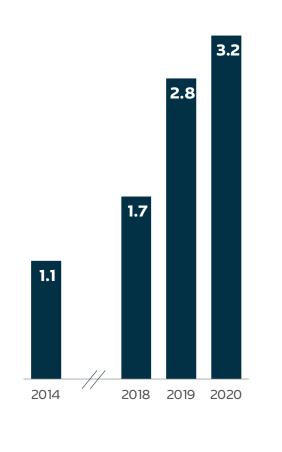
General Cargo (million tons) *

2020 Increase in General Cargo reflects new cargo handling facilities at the Mugharraq port



Containers (million TEUs)

Container volumes growth is a result of increased capacity and best-in-class partnerships with MSC and COSCO

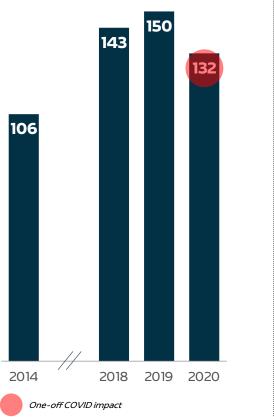


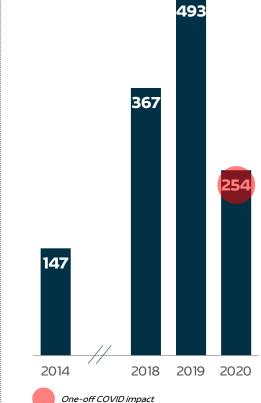
Ro-Ro (thousand units)

12% decrease in 2020 YoY driven by global COVID-19 measures...

Cruise Passengers (thousands)

...Similarly 2020 decrease in passenger volumes are a result of the pandemic







252

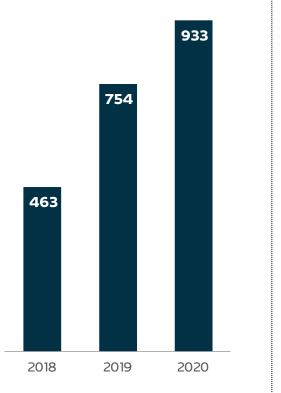
ustrial zone leasing Logistics operations concessions nd leasing

ort operations



Revenue (USD m) Organic growth supported by partnerships with major conta

partnerships with major container terminal operators, long-term leases and strong relationships with major industrial tenants



Revenue Breakdown (USD m)

2020 increase in revenues driven by industrial zone leasing and logistics operations growth



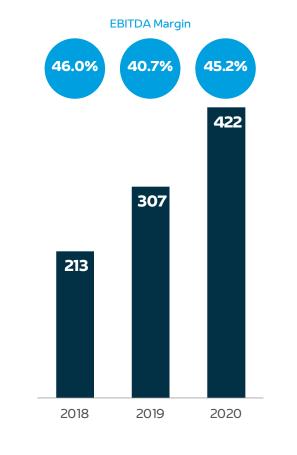
Other industrial zone services

Digital services

Marine services

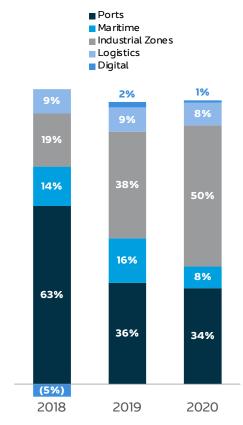
Adjusted EBITDA (USD m)

Strong EBITDA margins and consistent EBITDA growth



EBITDA By Cluster (%)*

Increased Industrial Zones EBITDA contribution driven by ZonesCorp integration to the portfolio



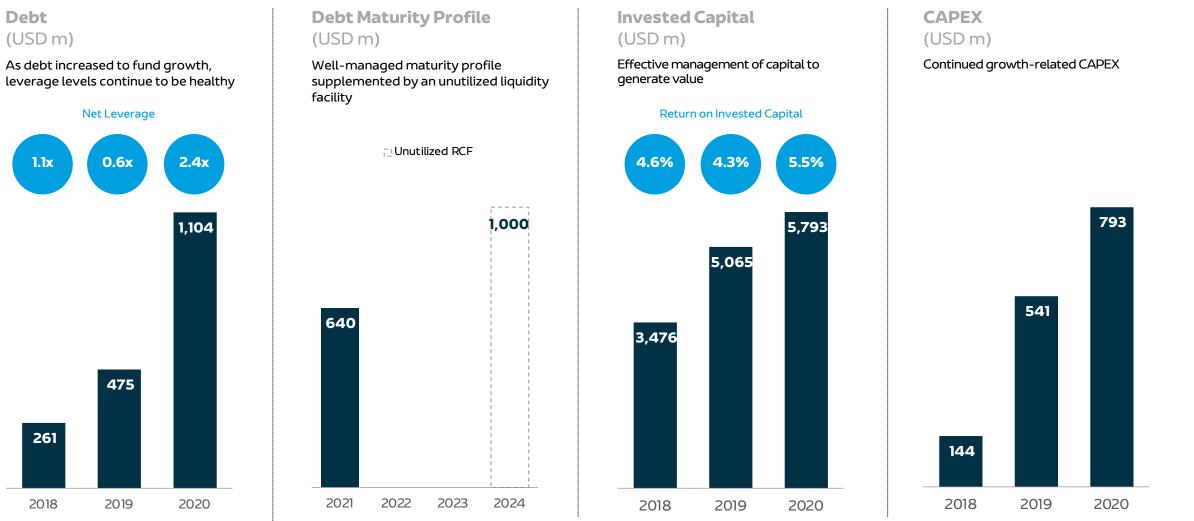
Source: Company Disclosures * Excludes corporate charges/eliminations

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Note: Adjusted EBITDA is calculated by adding depreciation and amortization, finance costs, impairment of investment properties and subtracting government grants, fair value gain on pre-existing interest in a joint venture and finance income 2019 reflects restated numbers including ZonesCorp USD/AED conversion rate 3.67

Solid financial performance and position (cont'd)





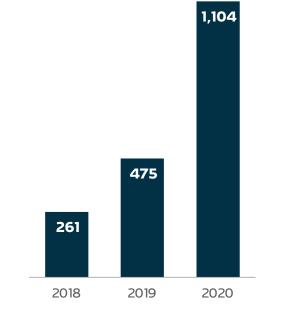
Source: Company Disclosures

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Note: Adjusted EBITDA is calculated by adding depreciation and amortization, finance costs, impairment of investment properties and subtracting government grants, fair value gain on pre-existing interest in a joint venture and finance income

Net leverage calculated as borrowings (including bank overdrafts) less cash and bank balances divided by Adjusted EBITDA

Invested capital employed is the sum of total equity, borrowings, deferred government grant, lease liabilities and amounts payable to project companies 2019 reflects restated numbers including ZonesCorp 2020 Pre-impairment numbers USD/AED conversion rate 3.67



Net Leverage

0.6x

Debt

(USD m)

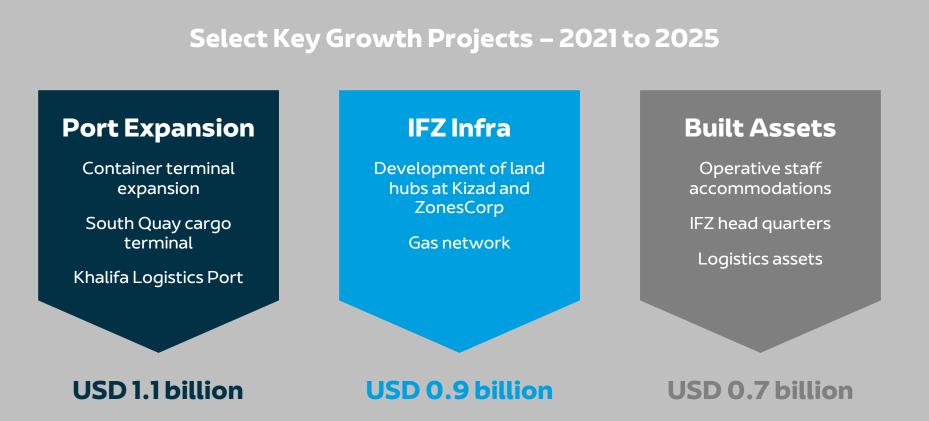
1.1x

*Intention to repay using proceeds from envisaged

Notes under this transaction

Estimated capital expenditure: driving the business forward

Capital expenditure between 2018 and 2020 amounted to USD 1.5 bn with planned expenditure around USD 4.2 bn over the next 5 years primarily on growth/expansion projects including USD 0.8 bn of government mandated assets on a fully reimbursable basis



Corporate governance





Board of Directors



H.E. Falah Mohammad Al Ahbabi Chairman

Chairman of Abu Dhabi Department of Municipalities and Transport; Member of Abu Dhabi Executive Council



Khalifa Sultan Al Suwaidi Board Member Vice Chairman

Chief Group Investment Officer, ADQ Portfolio at ADQ; Chairman of Agthia and Al Foah Co



Jasim Husain Thabet Board Member

Chief Executive Officer at TAQA; Board Member at EWEC



Mansour Mohamed Abdulqader Al Mulla Board Member

Chief Investment Officer of M&A and Alternative Investments at ADQ; Board member at OMV and Aldar



Murtaza Hussain Board Member

Executive Director – M&A and Alternative Investments at ADQ; Board Member at Aramex

Management Team



Mohamed Juma Al Shamisi Group Chief Executive Officer

Joined in 2008, held several senior positions, appointed CEO in 2014. 20 years of maritime and logistics industry experience. Chairman of Aramex, ADNEC and Kizad. Board member of Etihad Rail.



Martin Aarup Chief Financial Officer

Joined in 2019 with over 20 years of international corporate finance experience. Previous maritime experience; Head of Global Finance Operations for Marquard & Bahls Group based in Hamburg, Germany, Group CFO of Oiltanking Group



Abdullah Al Hameli Head of the IFZ Cluster

Joined with more than 15 years experience in critical corporate functions, including HR and Administration, finance and corporate operations. Previous experience with DMT and ADT



Ross Thompson Chief Strategy & Growth Officer

Joined in 2016 with over 18 years of international senior management experience. Previous experience in the maritime industry: Group Sales Director of Peel Ports, UK and American President Lines



Emil Pellicer General Counsel, Legal

Joined in 2010 with more than 23 years of legal experience. Board member of Kizad, Autoterminal Khalifa Port, MICCO and AD Ports Operating Company. Previous experience: Seven years as counsel for Allen&Overy LLP



Capt. Maktoum Al Houqani Chief Corporate Authority Officer

Joined in 2015 with extensive experience in the maritime sector aboard vessels and as a pilot for the offshore industry. Previous experience at ADNOC's subsidiary IRSHAD



AD Ports Board of Directors

• Responsible for preserving and enhancing AD Ports' long-term value for stakeholders

• Meets regularly and routinely addresses key decision-making issues

Audit & Risk Committee ("ARC")

Assists the Board in overseeing the effectiveness of AD Ports' internal control and risk management systems, the independence and performance of the internal audit function and the consideration of matters raised by the external auditors and government auditors

Remuneration and Human Resources Committee ("RHRC")

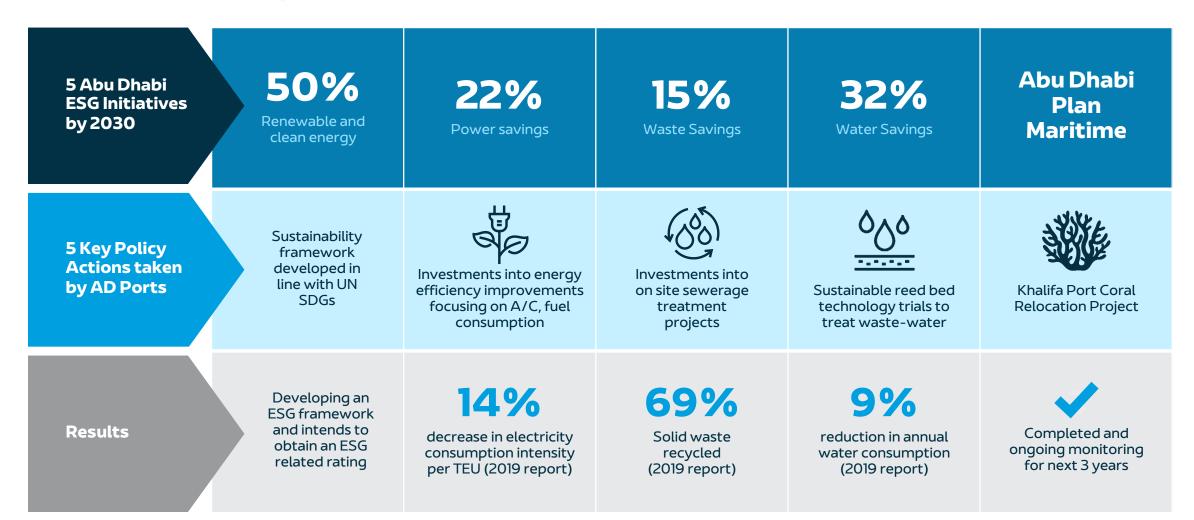
Responsible for reviewing and endorsing the annual bonus scheme and payment criteria, AD Ports' long-term incentive plans, the remuneration and benefit strategies for senior executives, the implementation of the Emiritisation plan, the methodology used to assess staff performance and corporate salary and grading structures

Auditors

In 2017, KPMG was appointed independent auditor for the business

⊱ ESG is embedded in the business and linked to Abu Dhabi's targets

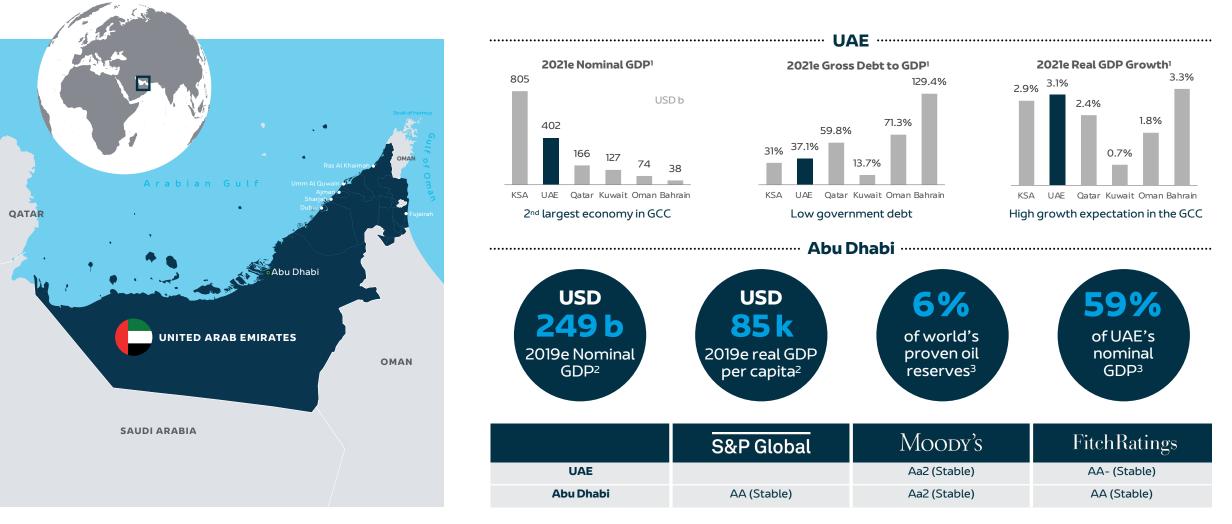
Futureproofing our business and formalising activities to meet global standards and ratings, reduce investor risk for long term returns



The economy of the UAE and Abu Dhabi

5 Strong fundamentals: resilient UAE economy despite COVID-19 impact

A federation of seven Emirates situated on the Arabian peninsula, formed in 1971 by Sheikh Zayed bin Sultan Al Nahyan. Abu Dhabi's economic growth is developed around their economic vision to which all GREs and government entities are aligned



Concluding remarks





1

Strategic importance to Abu Dhabi 2 Integrated

business model with clear synergies and strong growth 3 Strong

hinterland and logistics connections **A** Reliable revenue and cash flow

generation



Robust operational performance 6

Solid financial performance and position

Issuance summary





lssuer	Abu Dhabi Ports Company PJSC
Issuer Rating	S&P:A+ (Stable) /Fitch: A+ (Stable)
Expected Issue Ratings	[S&P:A+ /Fitch: A+]
Documentation	Euro Medium Term Note Programme
Issue Type	Conventional
Issue Format	RegS
Currency	USD
Issue Size	Benchmark Offering
Change of Control	Each time the government of the Emirate of Abu Dhabi ceases to own (directly or indirectly) more than 50 per cent. of the issued share capital of the Issuer
Tenor	10 Year
Use of Proceeds	General Corporate Purposes
Listing	London Stock Exchange and Abu Dhabi Securities Exchange
Governing Law	English Law
Denominations	USD 200,000 and multiples of USD 1,000
Joint Global Coordinators	Citi, First Abu Dhabi Bank, Standard Chartered Bank
Active Joint Lead Managers & Joint Bookrunners	HSBC, Mizuho, Société Générale
Passive Joint Lead Managers	BNP Paribas, Crédit Agricole Corporate and Investment Bank, SMBC Nikko



Thank you

