

Q3 & 9M 2O23 Earnings Presentation

15th November 2023







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1. Key Messages

Q3 2023 - Noatum consolidation adds to earnings growth momentum although coming with margin dilution



M&A Contribution Playing a More Important Role

Resilient overall performance in a tough macro environment

UAE and regional macro outlook remains positive and top down story supportive

Noatum consolidation adds earnings growth momentum

- Revenue: +189% YoY to AED 4.24bn (+113% YoY LFL)
 - EBITDA: +28% YoY to AED 759m (2% YoY LFL)
- Total Net Profit: +20% YoY to AED 403m

Strong business resilience supported by Ports and EC&FZ Clusters, with more than 50% of 9M 2023 revenue being LT/sticky recurring business

Bolt-on acquisitions and asset portfolio optimisation

- Sesé Auto Logistics acquisition and BCDS divestment supplement the vertical integration/monetisation of non-core assets strategies
- Purchase of 10 offshore vessels from E-NAV to bolster offshore operations in the Middle East and Southeast Asia regions

Lower organic CapEx for the quarter

- AED 0.8bn in Q3 2023 and AED 3.65bn in 9M 2023
 - 5Y CapEx plan (2023-27) remains unchanged at around AED 15bn
- Primarily front loaded and project/contractbased capex

Balance Sheet - Vessel trading activities temporarily impacted leverage

- Net Debt/EBITDA of 4.0x as of Q3 2023, but should normalise in Q4 2023
 - Well-managed debt schedule, with no upcoming maturity in FY23 or FY24





2. Resilient Growth Equity Story

Resilient business model built on a foundation of LT secured cash flows with triple play growth drivers

Resilient Growth Equity Story

Accelerating growth with a de-risk approach

Strong Balance Sheet

- AED 1.9bn in cash as of Q3 2023, and AED 3.7bn still available under existing bank facilities
- Net Debt/EBITDA of 4.0x as of Q3 2023. Temporary deterioration in relation with the vessel trading activities
- Still room for higher leverage while maintaining investment grade credit rating
- Well-managed debt maturity

Balance sheet can support future growth aspirations

Stable and Highly Predictable Revenues

- Landlord business model in our Ports and EC&FZ clusters
- LT partners/contracts/leases in the Maritime and Digital clusters

More than 50% of LT/sticky recurring revenue in 9M 2023 despite being diluted by vessel trading activities and Noatum contribution



Supportive Macro & Top-Down Story

- High oil prices and strong UAE GDP growth with outperforming non-oil sector expected in the foreseeable future
- Strong alignment with Abu Dhabi economic diversification and industrial/manufacturing strategies
- Government and SWF's supported business
- ADPG is Abu Dhabi's exclusive master developer and regulator of ports and related infrastructure

ADPG is a key beneficiary of this favorable top-down story

Triple Play Growth

- 1st lever is the operational ramp-up of existing assets and widening the service offering
- 2nd lever is the more than AED 15bn organic CapEx program planned for the next five years
- 3rd lever is M&A opportunities domestically and internationally

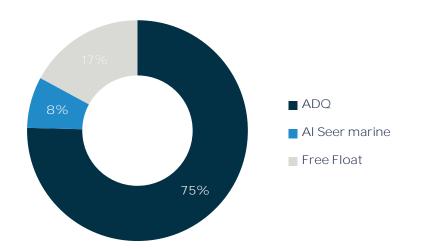
Complementary growth drivers to ensure strong growth delivery through the cycles





Institutionalizing and Diversifying the Shareholder Base

Raised AED 4.0bn of primary proceeds through a direct listing on ADX on 8th Feb 2022



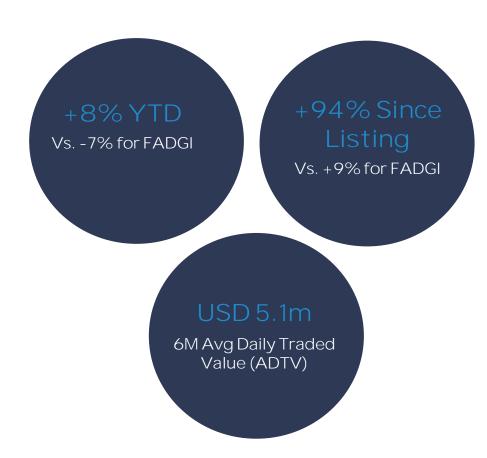
Increased foreign ownership and institutional participation on the back of intense investor education and engagement



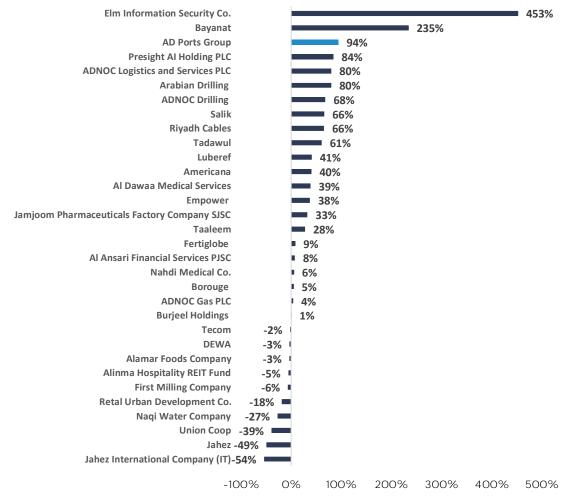




Strong Delivery and Investor Engagement Translating Into Strong and Resilient Stock Performance



3rd Best Performing Listing in MENA Since Q4 2021*









3. Five Vertically Integrated Clusters

Building an ecosystem with cross selling opportunities and synergies

Five Vertically Integrated Clusters



10 ports and terminals in Abu Dhabi & Fujairah - 6 commercial ports and terminals and 4 community ports, 2 ports in Egypt, 1 terminal in Jordan, 1 port in Republic of Congo, 1 terminal in Pakistan, and 15 terminals in Spain



Industrial, economic, and free zones with a total land bank of 550 km² and multimodal connectivity



Marine, offshore, shipping (bulk, transshipment & container feeder services), maritime trainings/consultancy services, regulation of Abu Dhabi's waterways and marine ecosystem, commercial representation, port agency, ship services, and specialized services

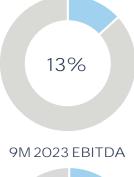


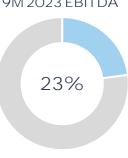
Holistic, fully-integrated, and technologically innovative logistics solutions, including contract logistics, freight forwarding, and transportation. Global logistics platform in 27 countries



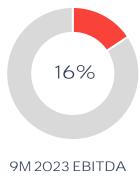
Advanced, smart, and innovative solutions for all maritime, trade and logistics stakeholders in Abu Dhabi

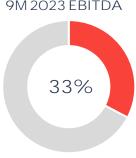




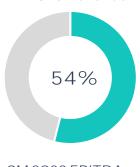


9M 2023 Revenue

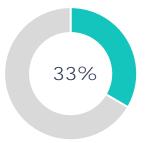




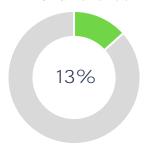
9M 2O23 Revenue



9M 2023 EBITDA



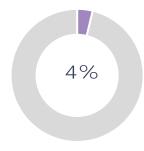
9M 2023 Revenue



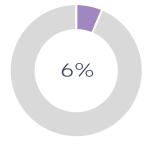
9M 2023 EBITDA



9M 2O23 Revenue



9M 2023 EBITDA





Five Vertically Integrated Clusters



10 ports and terminals in Abu Dhabi & Fujairah - 6 commercial ports and terminals and 4 community ports, 2 ports in Egypt, 1 terminal in Jordan, 1 port in Republic of Congo, 1 terminal in Pakistan, and 15 terminals in Spain

ECONOMIC CITIES & FREE ZONES

Industrial, economic, and free zones with a total land bank of 550 km² and multimodal connectivity

MARITIME & SHIPPING

Marine, offshore, shipping (bulk, transshipment & container feeder services), maritime trainings/consultancy services, regulation of Abu Dhabi's waterways and marine ecosystem, commercial representation, port agency, ship services, and specialized services

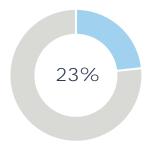


Holistic, fully-integrated, and technologically innovative logistics solutions, including contract logistics, freight forwarding, and transportation. Global logistics platform in 27 countries

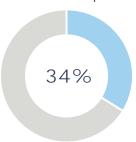


Advanced, smart, and innovative solutions for all maritime, trade and logistics stakeholders in Abu Dhabi

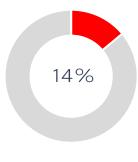




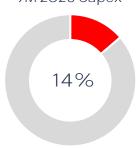
9M 2O23 Capex



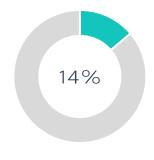
9M 2O23 Total Assets*



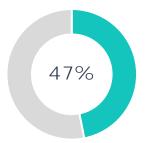
9M 2023 Capex



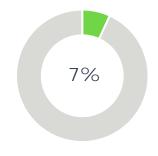
9M 2023 Total Assets*



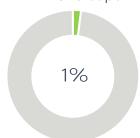
9M 2O23 Capex



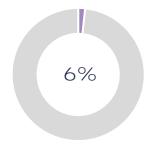
9M 2O23 Total Assets*



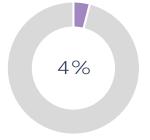
9M 2O23 Capex



9M 2O23 Total Assets*



9M 2023 Capex





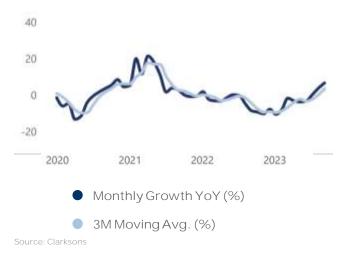
4. Market Update

Challenging market conditions with softening demand and normalization of freight rates

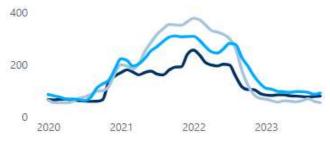


Container Market: Softer Demand but Nuanced Volume Trends; Rates Back to Pre-COVID Levels and Consolidating Since Then

Global Container Volume Growth



Container Freight Rates (USD)

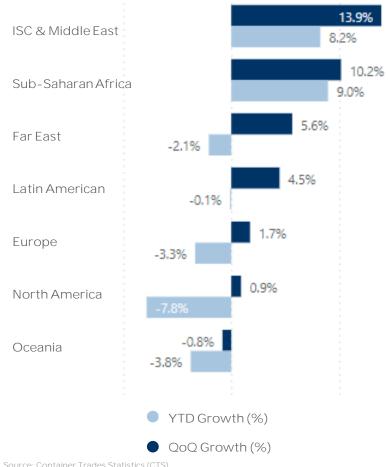




- Mainlane East-West Routes
- North-South Routes

Source: Clarksons

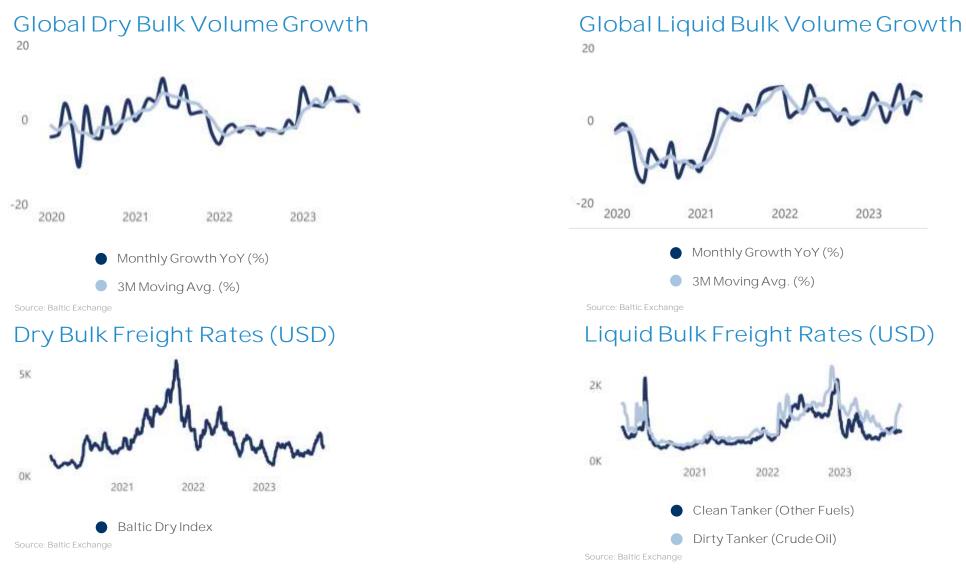
Regional Trade Lane Container Volume Growth



Source: Container Trades Statistics (CTS)



Bulk Market: Improved Trends Since the Beginning of the Year





AD PORTS GROUP

5. Project & Transaction Update

Consolidating position in Abu Dhabi and focused regional and global expansion



Bolt-On Acquisitions and Investments...

In line with strategy to densify supply chain offering and improve geographical reach

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Al Eskan Al Jamae

Merger of KEZAD Communities with Al Eskan Al Jamae to create Abu Dhabi's largest integrated staff accommodation owner and operator with a capacity of 135K beds

Safaga Port (Egypt) 30-Year Concession

Multipurpose Terminal

TTFK

A developer of border control solutions and customs systems that will reinforce Magta Gateway's Single Window solution service offering

Noatum

Integrated logistics operator offering end-to-end solutions to global customers, with presence in 26 countries across 5 continents. Involved in three complementary business units: Logistics, Maritime, and Port Terminals

Pointe Noire Port (Republic of the Congo) 30-Year Concession

Multipurpose Terminal

Karachi Port (Pakistan) 50-Year Concession

Container Terminal, KGTL

Sesé Auto Logistics

Acquisition of 100% of Sesé Auto Logistics, a company specialized in road and rail transport logistics of light and heavy vehicles. To be completed by Q12024, subject to regulatory approvals

BCDS

Divestment of a 27.9% stake in Barcelona Container Depot Service Group (BCDS), a company specialised in storage, maintenance, repair, and cleaning services of dry and reefer containers as well as ISO tanks.

GFS⁽¹⁾

UAE-based global container shipping company that operates a 33-vessel fleet covering 22 feeder services across 5 subregions: GCC, Red Sea, Indian Subcontinent, Southeast Asia, and West Med

10 Offshore Vessels⁽²⁾

Acquisition of 10 offshore vessels from E-NAV that will bolster operations in the Middle East and Southeast Asia regions





...With Closing of GFS still Planned for Q4 2023

AED 1.22bn or 29% revenue contribution and AED 183m or 24% EBITDA contribution from M&A in Q3 2023

	IACC	Al Eskan Al Jamae	TTEK	KGTL	Noatum	GFS ⁽¹⁾	Sesé Auto Logistics ⁽²⁾
Ownership	70%	52%	100%	60%	100%	80%	100%
Purchase Consideration	AED 483m	Equity Share Swap	USD 17.9m (AED 66m)	USD 81m (AED 296m) for existing assets and upfront fees	EUR 541m (AED 2.22bn)	USD 800m (AED 2.7bn)	EUR 81 (AED325m)
Consolidation Date	1st September 2022	1st January 2023	22 nd May 2023	22nd June 2023	30th June 2023	Q4 2023 ⁽¹⁾	Q1 2024 ⁽²⁾
Rationale	Enhancing feeder shipping business and connectivity in the Red Sea region	Widening and complementing service offering within KEZAD Communities EC&FZ cluster	Strengthening ADPG's vision to be a comprehensive Single Window solution provider	Strong political, economic, and trade ties between the UAE and Pakistan, which is also a gateway for landlocked Asia.	Densifying supply chain solutions by globalizing the logistics business	Densifying supply chain solutions by globalizing the feeder shipping business	Densifying logistics supply chain catering to the European automotive industry by vertical integration
Q3 2023 Rev Effect	AED 68m	AED 99m	AED 6m	AED 44m	AED 999m	NA	NA
Q3 2023 EBITDA Effect	AED 8.4m	AED 50.4m	AED 2.1m	AED 23.6m	AED 98.2m	NA	NA





Noatum: SeSe Logistics - A Good Example of Vertical Integration

Noatum has been proactively managing its asset portfolio with both acquisitions and disposals

Transaction: Acquisition of 100% of Sesé Auto Logistics, the Finished Vehicles Logistics business of Grupo Logístico Sesé, for EUR 81m

Transaction Timeline: Q1 2024, subject to regulatory approvals

Operations: Sesé Auto Logistics specializes in road and rail transport logistics for both light and heavy vehicles

It operates in five major European countries, including Spain, Germany, Poland, Czech Republic, and Hungary. Their extensive fleet of over 200 trucks covers more than 30 million kilometers across Europe annually. The company serves leading Original Equipment Manufacturers (OEMs), including Renault, Stellantis, Mazda, Daimler, BMW, PSA and MAN, among others

Rationale: In line with AD Ports Group's vertical integration strategy, aiming at offering a comprehensive supply chain solution in the key industries and geographies it focuses on, including the European automotive industry. This acquisition will allow Noatum Automotive to cover the entire logistics value chain, from transport to distribution and final delivery of vehicles to customers. It will also generate significant synergies with Noatum's port terminals business in Spain

Deal Valuation: Trailing EV/EBITDA of around 3.5x based on Last Twelve Months (LTM) performance to August 2023 - Revenue of around EUR 100m, with EBITDA margin of 22.5%



EC&FZ: Bolstering its Position as a Global Industrial Hub with Specialized Clusters

Started AED 330m primary infrastructure development for Food and Auto Hubs

Project: Development of Abu Dhabi Food and Global Auto Hubs in KF7AD Al Ma'mourah

Project Timeline: Q2 2025 for Phase 1 of the Abu Dhabi Food Hub and Q4 2025 for the Auto Hub

Abu Dhabi Food Hub: Being developed in partnership with Ghassan Aboud Group and in collaboration with France's Rungis International, and aims to ensure food security, food waste reduction, and the promotion of sustainable agriculture practices

Global Auto Hub: The project's ecosystem will feature dedicated areas for showrooms, storage, spare parts, workshops, test tracks, auction houses, social and office spaces in addition to logistics services, government support and commercial support services

Rationale: To gradually attract players involved in the entire supply chain of these two industries and generate synergies with the rest of AD Ports Group integrated ecosystem available to them

Capex: AED 330m for primary infrastructure development for both Hubs







EC&FZ: A Mix of Expansion and New Leases

Energy, Food, Steel, and Chemical sectors as part of the new leases

 Advanced Petro Services (APS): Land lease agreement for a facility at KEZAD, covering a 24,000 sgm area,

APS to invest in a new manufacturing facility to cater to requirements of the energy sector

• Gulf Printing & Packaging (GPP): Almost a fivefold increase in size, from 12,000 sqm to 57,000 sqm

The expansion is a testament to the vertical integration strategy within the food industry. It serves as an attractive proposition, drawing various stakeholders across the food supply chain into a unified value ecosystem

• Al Jazeera Steel: AED 250m new facility covering 210,000 sqm

Al Jazeera Steel adds to the existing roster of steel clients and will enhance the industry ecosystem

• Global Fluorine Chemical Factory: AED 1bn in an additional facility

An additional 120,000 sqm to the existing 100,000 sqm for a new facility on an adjacent plot. Four more chemical products will be added to GFCF's product mix with the opening of the second phase of the factory













6. Operational and Financial Performance

Noatum effect in the Logistics, Maritime, and Ports Clusters



Q3 & 9M 2023 Financial Performance at a Glance

Consistent strong growth trajectory

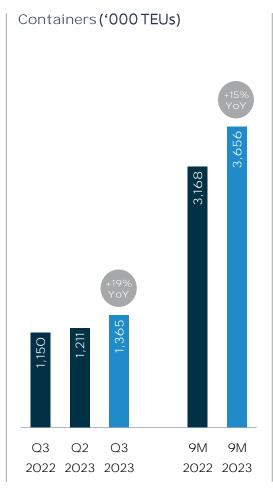


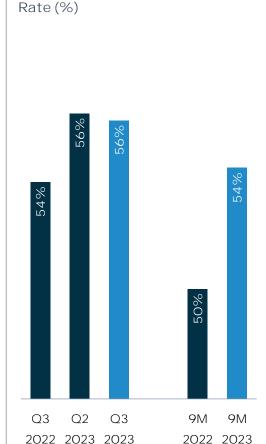


Ports Cluster Operational KPIs

Strong performance across the board driven by increased capacity and improved utilization







Container Capacity Utilisation

Q3 2023 Operational Highlights

General Cargo Volumes: +25% YoY, +6% YoY LFL

- Growth driven by bulk, steel and paper pulp cargoes
- South Quay and Khalifa Port Logistics (KPL) inauguration last December, widening service offering and thus driving growth in the future - latest developments include the launch of SAFEEN Drydocks, a JV with Premier Marine, which will offer ship building, drydocking and repair services

Container Volumes: +19% YoY, +7% YoY LFL

- Improved overall utilization to 56%, up from 54% in the base quarter, on higher capacity (1.2m TEUs from KGTL and Noatum combined). Partner shipping lines at KP continue to shift their regional volumes in line with their contractual obligations
- 60% transshipment volumes, 40% O&D volumes

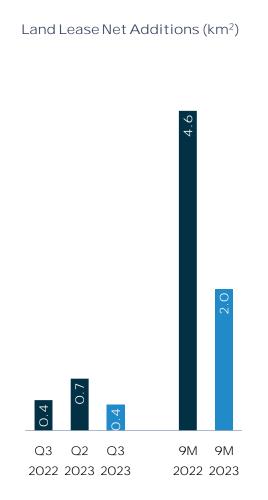
RO-RO Volumes: +651% YoY, +49% YoY LFL

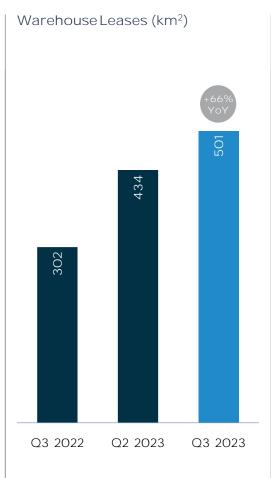
 Strong recovery post COVID 19 and boosted by Noatum volumes

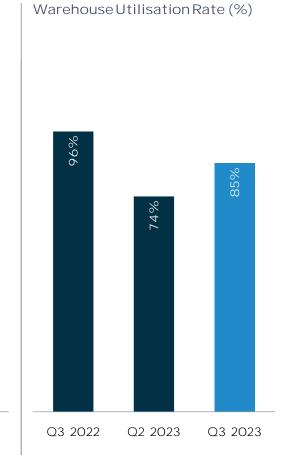


EC&FZ Cluster Operational KPIs

A mix of new and expansion leases







Q3 2023 Operational Highlights

Land Leases (Net): +0.4 km²

- Gross land leases of +0.7 km²
- New land leases continue to be supported by the strong macro environment and the alignment with Abu Dhabi economic diversification and industrial strategies
- Fast-growing industries include metals, automotive, food processing and distribution, Agri-tech, (green) technology, pharmaceutical, and retail/e-commerce
- In line with annual guidance of signing 3.5-4.0 km² of new land leases (net)

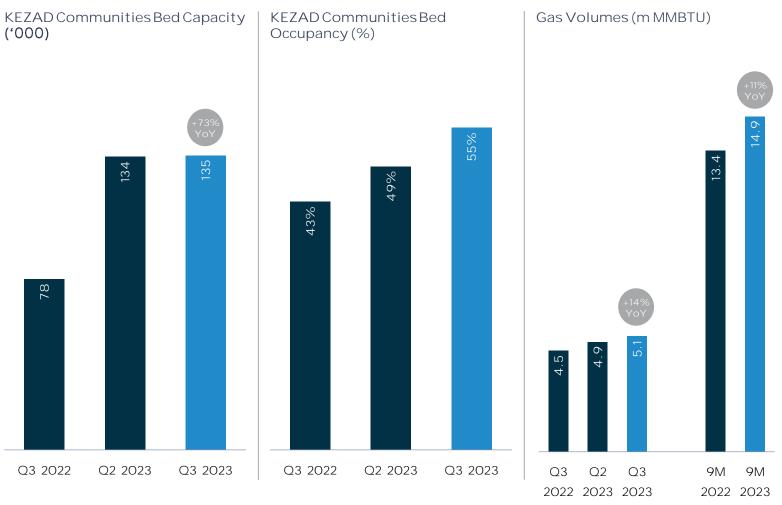
Warehouse Leases: +66% Yo'

- 273K m2 of additional warehouses (including cold storage) came online over the past 12 months (+87% in warehouse capacity), with the bulk of it completed in Q4 2022
- · Improved utilization on higher capacity
- Continued strong demand for warehouses and industrial space



EC&FZ Cluster Operational KPIs (Cont'd)

Increasing bed occupancy as well as Gas volumes



KEZAD Communities Bed Capacity +73% YoY

 Improved occupancy on higher capacity with the addition of 55K beds coming with the merger of Al Eskan Al Jamae at the beginning of the year

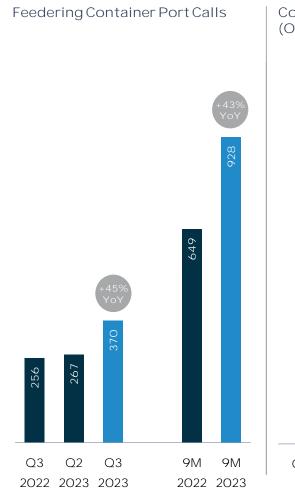
Gas Volumes: +14% YoY

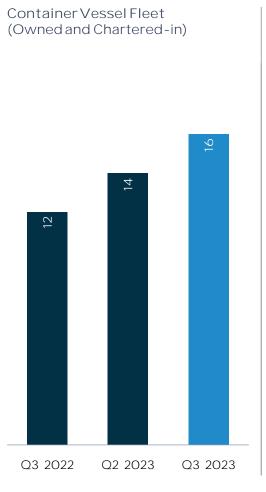
• Steady demand growth in gas volumes

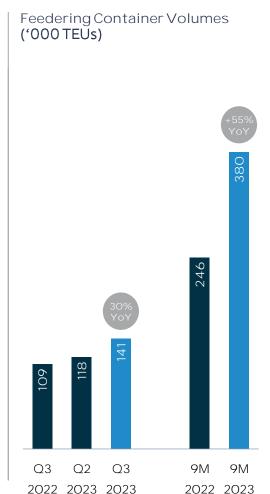
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Maritime & Shipping Cluster Operational KPIs

Driven by **Noatum's** Maritime and Shipping







Q3 2023 Operational Highlights

Feedering Container Port Calls: +45% YoY

- Driven by the expansion of both container vessel fleet and service network
- Number of services increased to 9 (including Transmar), up from 5 in Q3 2022

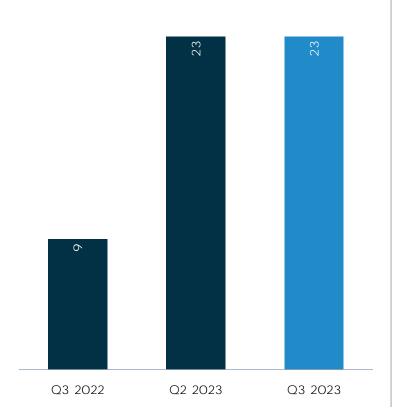
Feedering Container Volumes: +30% YoY

• Driven by a 45% YoY surge in port calls

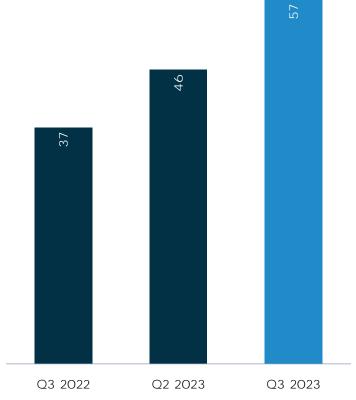
Maritime & Shipping Cluster Operational KPIs (Cont'd)

Diversifying vessel fleet into dry & liquid bulk, Ro-Ro, and offshore & subsea

Dry & Liquid Bulk, Ro-Ro, and Multipurpose Vessel Fleet (Owned and Chartered-in)



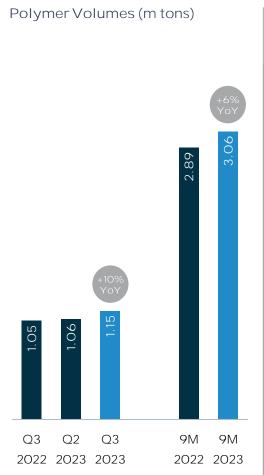
Offshore & Subsea Vessel Fleet (Owned and Chartered-in)

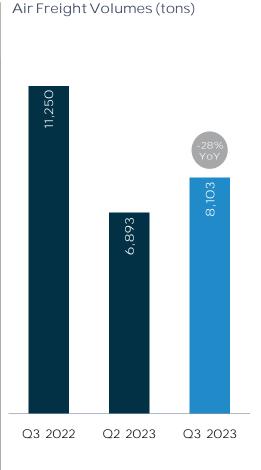


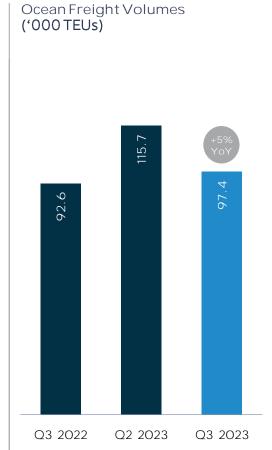
- Building a synergistic portfolio of assets with different market cycles to limit business performance volatility
- With Noatum Maritime, service offering has further widened with commercial representation services, ship and specialized services, and other outsourcing services, complementing ADPG's existing services

Logistics & Digital Clusters Operational KPIs

Driven by **Noatum's** Logistics and increase in Polymer volumes







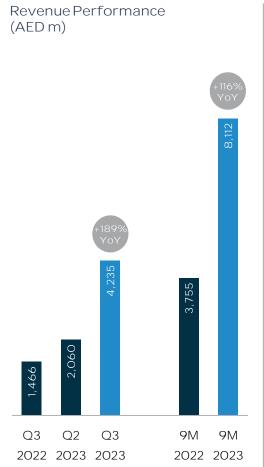
• Transfer of volumes to ocean freight post-COVID 19 as capacity has been coming back

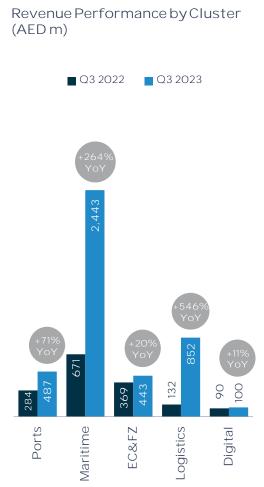
 Overall softer demand but Noatum has been gaining market share

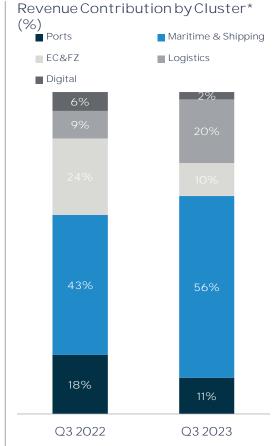
- Digital transactions are facilitated through the Advanced Trade and Logistics Platform (ATLP), the single-window platform for trade in Abu Dhabi operated by Magta Gateway
- Drop in volumes driven by lower services to internal stakeholders



Driven by Noatum consolidation as well as Maritime & Shipping and EC&FZ







AD PORTS GROUP

*Excluding corporate costs and eliminations

Q3 2023 Financial Highlights

Maritime & Shipping Cluster: +264% YoY to AED 2,443m, +232% YoY LFL

 Driven by vessel trading activities, the shipping business segment, and the consolidation of Noatum's Maritime business, which accounted for 7% of the quarterly total cluster revenue

EC&FZ Cluster: +20% YoY to AED 443m, -7% YoY LFL

- Driven by KEZAD Communities and warehouse leases
- 22% contribution from EAJ to the quarterly total cluster revenue
- LFL performance impacted by lower utilization of the Razeen staff accommodation as it ceased to be used for COVID-19 isolation and quarantine purposes from Q1 2023 onwards

Ports Cluster: +71% YoY to AED 487m, +8% YoY LFL

 Strong performance across the board, supported by the consolidation of Noatum's Terminals business

Logistics Cluster: +546% YoY to AED 852m +4% YoY LFL

• Driven by the consolidation of Noatum Logistics and improved volumes from Borouge

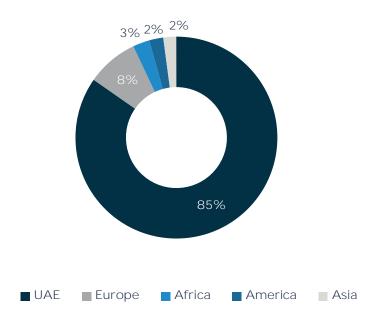
Digital Cluster: +11% YoY to AED 100m, +5% YoY LFL

Supported by TTEK contribution and rate increases for certain services

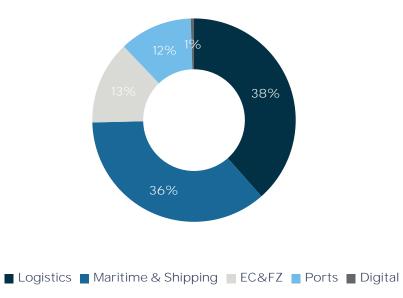
Revenue (Cont'd)

Higher contribution from M&A in line with triple play growth strategy

Revenue Performance by Geography for 9M 2023 (AED m)



Revenue Contribution from M&A Activities by Cluster in 9M 2O23 (%)



Revenue Performance by Geography

• Increasing portion of revenue coming from outside the UAE following the Noatum deal

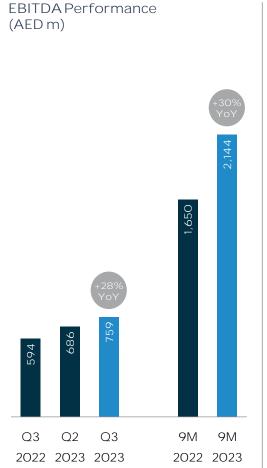
M&A Activities

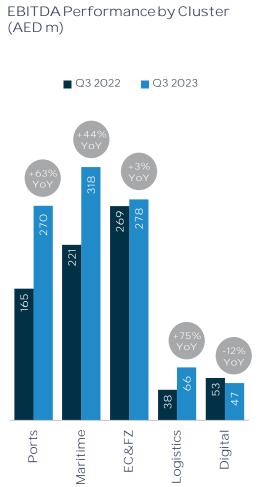
- AED 1.86bn or 23% of total 9M 2023 revenue came from M&A activities
- Ports: KGTL, Noatum Terminals, and TCI
- EC&FZ: EAJ and KEZAD Communities merger
- Logistics: Noatum Logistics
- Maritime & Shipping: Noatum Maritime, Safeen Subsea, and Transmar

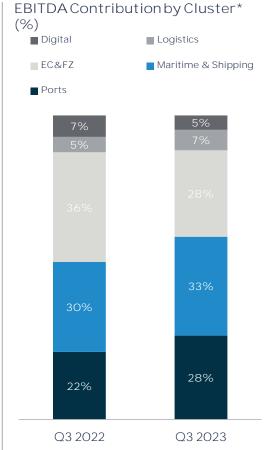




Driven by Logistics, Maritime & Shipping, and Ports Clusters







Q3 2023 Financial Highlights

Maritime Cluster: +44% YoY to AED 318m +35% YoY LFL

- Strong top line growth
- Contribution from M&A Transmar and Noatum Maritime, together accounting for c.6% of the quarterly total cluster EBITDA

EC&FZ Cluster: +3% YoY to AED 278m, -I6% YoY LFL

18% contribution from EAJ to the quarterly total cluster EBITDA

Ports Cluster: +63% YoY to AED 270m, +12% YoY | Fl

 32% contribution from KGTL and Noatum Terminals to the quarterly total cluster EBITDA

Logistics Cluster: +75% YoY to AED 66m +8% YoY LFI

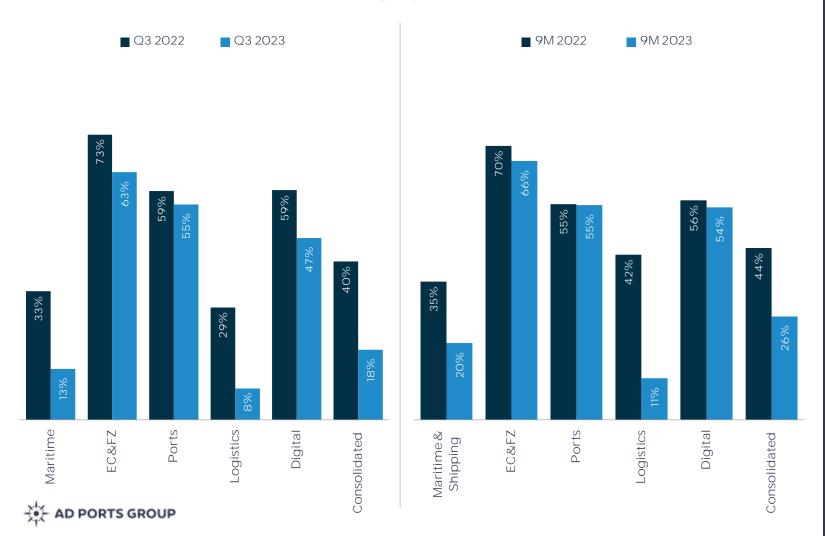
• Noatum Logistics consolidation

Digital Cluster: -12% YoY to AED 47m

EBITDA (Cont'd)

EBITDA Margin guidance of 25-30% in the medium-term

EBITDA Margin by Cluster (%)



Q3 2023 Financial Highlights

Relatively higher revenue growth in the lower margin businesses resulted in a lower blended EBITDA margin

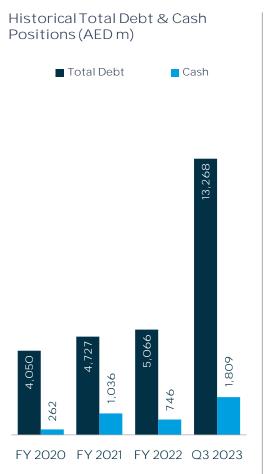
- We stick to our guidance of 25-30% EBITDA Margin in the medium term once the revenue mix becomes more stable
- EBITDA rebalancing as we gradually deliver on synergies extraction from densifying our vertically integrated ecosystem and scaling-up operations

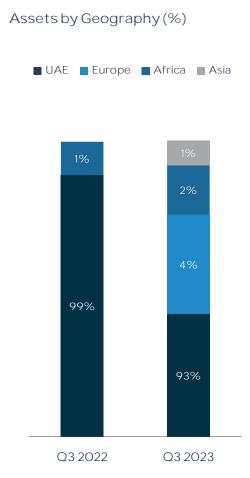
EBITDA Margin of 17.9% vs. 40.5% in Q3 2022

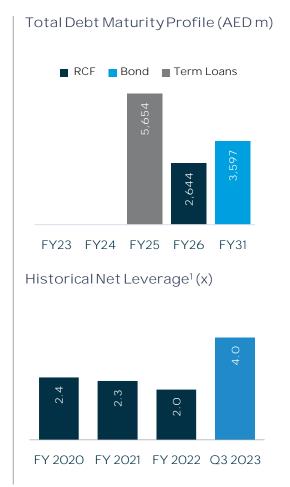
- Higher contribution from lower-margin Logistics and Martime & Shipping Clusters
- Apart from KGTL and EAJ, recent acquisitions have yielded lower EBITDA margin

Balance Sheet

Temporary impact on balance sheet from vessel trading activities







Q3 2023 Financial Highlights

- 'A+' credit rating by S&P Global and Fitch Ratings maintained after series of acquisitions
- · Aiming at maintaining investment grade rating
- Q3 2023 increase in debt is primarily due to vessel trading activities. Will normalize in Q4 when cash is collected from the sales
- Still AED 3.7bn available under existing debt facilities as of Q3 2023
- The strategy is to utilize bonds as the predominant long-term funding vehicle with RCFs serving as a liquidity backstop

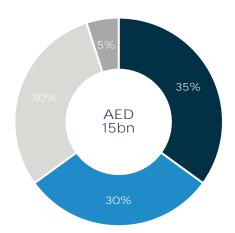


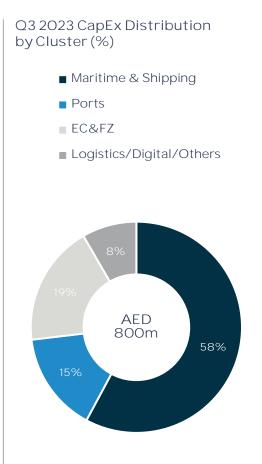
AED 15bn Organic CapEx Program Over the 2023-27 Period (Five Years)

AED 800m spent on organic revenue-generating CapEx in Q3 2023

2023-27 5Y CapEx Program Distribution by Cluster (%)

- Maritime & Shipping
- Ports
- EC&FZ
- Logistics/Digital/Others

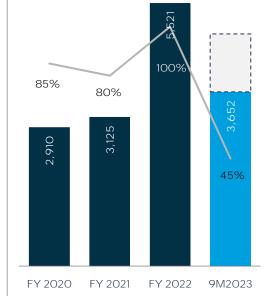












 Group's Capital Expenditures (CapEx) reached AED 800m in Q3 2023, putting the total year-to-date outlay at AED 3.65bn, in line with our front-loaded AED 15bn capex program between 2023 and 2027

 Khalifa Port expansion (CMAT terminal), Etihad Rail connection, Safaga Port (Egypt), Pointe Noire Terminal (Republic of the Congo), and Karachi Gateway Terminal -KGTL (Pakistan)

 BTS assets, warehouses, specialized industrial clusters (Metal Park / Wholesale Food Hub / Auto Hub) and unlocking of land

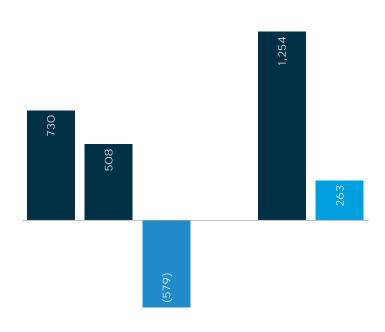
 Expansion of vessel fleet (mainly bulk, tanker, and offshore)



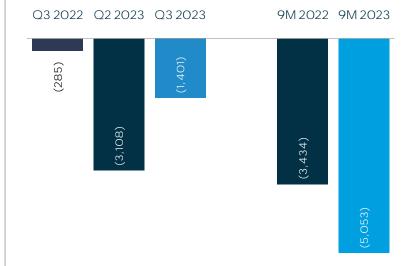
Cash Flows

Improved FCFs in Q3 2023 on lighter CapEx

Operating Cash Flow Performance - OCF (AED m)



Free Cash Flow to the Firm Performance - FCFF (AED m)



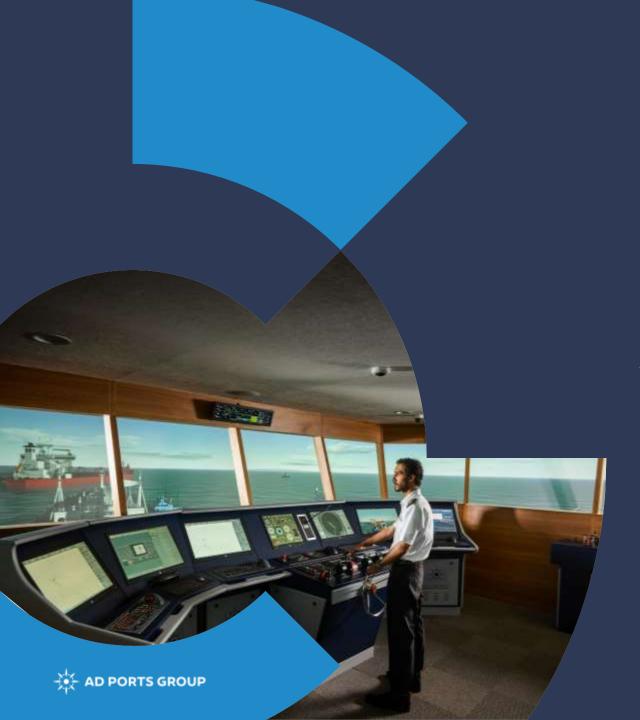
Q3 2022 Q2 2023 Q3 2023

9M 2O22 9M 2O23

AD PORTS GROUP

Q3 2023 Financial Highlights

- Negative Net Operating Cash Flows of AED 579m was impacted by the vessel trading activities
- Net Operating Cash Flows should recoup this negative performance in Q4 2023 when the associated cash collection of the transacted vessels takes place
- Despite the deteriorating of OCF, FCF negative performance improved on the back of lower investing activities
- Guiding for FCFF positive around 2025



7. Outlook / Guidance

Strong medium-term growth outlook despite turbulent macro environment and geopolitical tensions

Medium Term Guidance

Unchanged guidance



Revenue

2022-27 5Y CAGR:

25-30%

- Organic revenue growth will be driven by Ports, EC&FZ, Maritime, and Logistics Clusters
- Including acquisition of GFS yet to be completed



EBITDA

2022-27 5Y CAGR:

20-25%

- Ports, EC&FZ, and Digital Clusters to support overall margins while Maritime and Logistics Clusters will pull them down
- Revenue mix will determine where margins stabilize
- EBITDA Margin to normalize to 25-30% in the medium term



CapEx

2023-27 5Y:

AED ~15br

- Main recipients by order of quantum: Maritime, EC&FZ, and Ports Clusters
- Ports: Khalifa Port expansion, Safaga Port (Egypt), Pointe Noire Terminal (Republic of the Congo), Karachi Gateway Terminal-KGTL (Pakistan)
- EC&FZ: BTS assets, industry hubs, and unlocking of land
- Maritime: Expansion of vessel fleet across all entities





8. Appendices



Cluster Deep Dive



Landlord business model with commercially-backed expansion strategy in Abu Dhabi; International expansion under way

Main Business Operations

UAE - 10 ports and terminals

- 3 Container Terminals at Khalifa Port, with 2 of them operational and 1 of them under development: JVs with MSC (51/49) - ADT, COSCO (10/90) - CSP, and CMA CGM (30/70) - CMAT, three of the world's top four shipping companies. Contractual obligation for the partner shipping lines to bring in the majority of their regional volumes. 30-35 years concession agreements, with fixed/variable concession fees and built-in inflation escalator
- Ro-Ro Terminal at Khalifa Port: JV with Autoterminal (51/49). 15-year concession agreement, with variable concession fee
- General Cargo / 2 Cruise Passenger Terminals / Warehousing, Storage, and Dry Port Facilities

Egypt - Adabiya, TCI

Pakistan - Karachi Port, KGTL

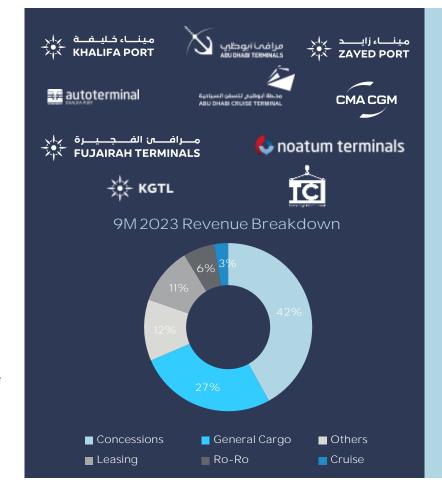
Spain, Noatum Terminals - 15 multipurpose terminals across the country

Key Ops. Metrics / M&A

- Container capacity: 9.7m TEUs as of Q3 2023 - 7.8m at Khalifa Port, 0.7m at Fujairah, 0.7m at KGTL, and 0.5m in Spain
- 56% container capacity utilization in Q3 2023 (54% in 9M 2023)
- 60% transshipment and 40% O&D container volumes at Khalifa Port in Q3 2023 (63/37 in 9M 2023)
- 35-40m tons of general cargo volumes handled annually
- Ro-Ro volumes of 432K in 9M 2023, +651% YoY backed by Noatum volumes
- 482K cruise passengers in 9M 2023, +315% YoY
- Acquisition of TCI in Egypt in Sept-22
- 50-year concession agreement to operate KGTL a container terminal in Karachi in Pakistan signed in June-23
- Acquisition of Noatum Terminals in June-23

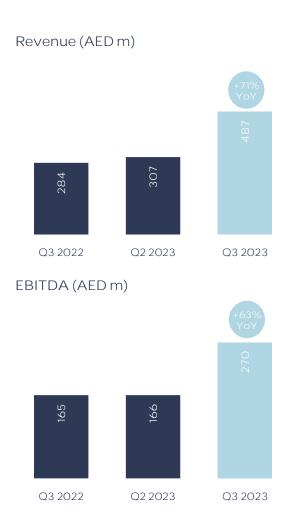
Dutlook

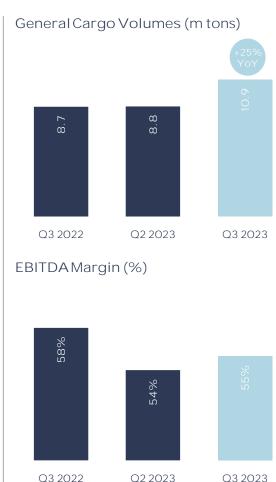
- CSP has an expansion option to add container volume capacity of 1.3m TEUs in 2024
- CMAT will start operations in 2025, with initial container volume capacity of 1.8m TEUs and expansion option of 0.8m TEUs
- Khalifa Port container volume capacity of 11.7m TEUs by 2028
- Operational ramp-up of South Quay and KPL at Khalifa Port, which were inaugurated last December
- Bulk liquid ACT terminal will start commercial operations in Q4-23
- Etihad Rail induced volumes given increased intermodal freight transport across the UAE
- Egypt: 30-year concession agreement signed in March-23 to develop and operate a multi-purpose port in Safaga. Operational in Q2-25
- Republic of the Congo: 30-year concession agreement signed in June-23 to develop and operate a multi-purpose port in Pointe Noire. Operational in H2-25

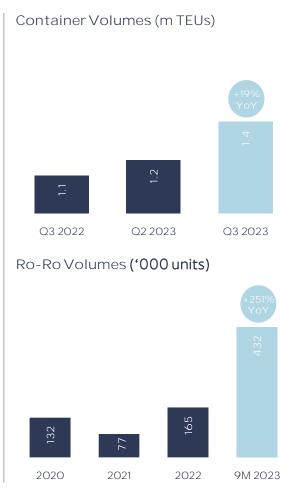


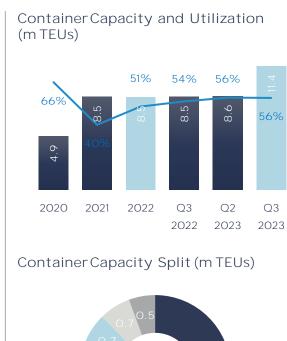


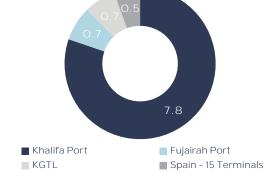
Ports Cluster in Figures













Economic Cities & Free Zones (EC&FZ) Cluster

Landlord business model with highly visible and predictable revenues

Main Business Operations

- Total land bank of 550 km²
- 110 km² of land bank developed and 99 km² of leasable land
- 587K m² of warehouses under management, including 93K m² of cold storage
- 3 Build-to-Suit (BTS) agreements: Noon, Emtelle, and Change Food
- Managed staff accommodation capacity of 135K beds, including Al Eskan Al Jamae, and regulatory oversight over 420K beds in total
- Gas distribution network of 82 km. with 300K MMBTU capacity/day
- 17 industrial and economic sectors. with key sectors being Building Materials, Metals, Automotive, Plastic & Polymers, Specialty Chemicals, Food & Agtech, Pharma, and High-Tech/Green Energy

Key Ops. Metrics / M&A

- 66.5 km² of leased land as of Q3 2023, translating into leasable land occupancy of 67%
- 85% occupancy rate for warehouses as of Q3 2023, after adding 273K m2 over the past 12 months (+87% capacity expansion)
- Over 2,000 customers with c.70% of leases being industrial and manufacturing tenants
- 25-50 years land lease agreements: 39 years average lease length for land leases
- 5.8 years average lease length for warehouses
- 14.9m MMBTU gas volumes in 9M 2023, +11% YoY
- 19K m² of new commercial and retail areas at Rahayel Auto and Mobility City

Outlook

- Target of 3.5-4.0 km² of additional new leases (net) per year going forward
- 45 km ongoing gas network expansion in the medium term
- More than double warehouse capacity to over 1.35 million m² by the end of 2025
- Specialized industrial clusters: 450K m² Metal Park, 3.3 km² Wholesale Food Hub, and 3.3 km² Auto Hub currently under development, expected to start operations by the end of 2025







Economic Cities & Free Zones Cluster in Figures





Maritime & Shipping Cluster

Balanced Synergistic Portfolio of Marine, Shipping, Offshore & Subsea Services

Main Business Operations

- SAFEEN Marine Services: Port & marine services, including tug and towing services, vessel traffic services, bunkering, etc.
- SAFEEN Transshipment: Emirates Steel general cargo LT transshipment contract
- SAFEEN Shipping: SAFEEN Feeders, ASCL, Transmar, NVOCC JV with Aramex. Providing enhanced international port connectivity
- SAFEEN Offshore & Subsea: JV with Allianz Logistics Middle East (OFCO) JV with NMDC (SAFEEN Surveys and Subsea), and Divetech. Primarily serving the O&G industry in the Middle East and South East Asia
- SAFEEN Drydocks: JV with Premier Marine formed in June 2023. Specialised in ship building and repair services to marine and offshore industries
- Abu Dhabi Maritime (ADM): Regulation of Abu Dhabi's waterways and marine ecosystem
- Noatum Maritime: Commercial representation and ship services

Key Ops. Metrics / M&A

- 4 owned vessels for ESI, and 7 coowned vessels under OFCO for offshore services
- 39 container, (dry & liquid) bulk, Ro-Ro, and multi-purpose vessels as of 032023
- Acquisition of Divetech, a topsidesubsea solutions provider in Q1 2022
- Acquisition of a 51% stake in SAFEEN Surveys and Subsea in Q2 2022
- Acquisition of Transmar in Q3 2022
- LT charter contracts with Saif Powertec involving 11 bulk vessels signed in Q2 & Q3 2022
- LT agreement with Invictus to own and operate 5 dry-bulk vessels in Q3 2022
- Cross-charter contract with Amaan Baghdad to deploy three VLCCs and one MR Tanker for fuel oil transport and storage signed in Oct-22
- JV with Aramex to start NVOCC operations signed in May-23

Outlook

- Active management of vessel fleet depending on demand, market opportunities, and market conditions
- Subject to regulatory approvals, GFS acquisition announced in Nov-22 should be completed in Q4 2023
- Acquisition of 10 offshore vessels from E-NAV in Q4 2023







Maritime & Shipping Cluster in Figures





Leveraging growth in Ports, ECFZ, and Maritime Clusters

Main Business Operations

- Core logistics services, including transportation, distribution, contract logistics and freight forwarding
- Acquisition of MICCO in 2019
- LT contract with Borouge for transport, warehousing, and valueadded services
- Logistics contracts with Rafed to support Abu Dhabi government's pharmaceutical and vaccine security programs
- Pharmaceutical distribution business started in 2022
- Noatum Logistics: Ocean and Air Freight, warehousing, contract and project logistics, customs and trade compliance

Key Ops. Metrics / M&A

- Over 700K m2 of logistics storage under management, including Noatum Logistics
- Handles around 4.5m tons annually of polymers cargo operations and warehousing for Borouge
- 22.32% stake in Aramex in early 2022
- SeSe Auto Logistics acquisition announced in Oct-23: road and rail transport logistics of light and heavy vehicles. To be completed by Q1 2024, subject to regulatory approvals

Growth Outlook

- Additional volumes from Borouge 4 project in 2025
- Further bolt-on acquisitions to strengthen our logistics supply chain capabilities in a specific industry or geography



Other revenues includes Noatum * (LCL, Overland, etc.)



Logistics Cluster in Figures





Inducing and optimising trade as well as enhancing productivity

Main Business Operations

- Maqta Gateway, a 100% subsidiary of the Digital Cluster, was established in 2016
- Maqta Gateway developed and operates our Port Community System (PCS) and the emirate-wide Advanced Trade & Logistics Platform (ATLP)
- ATLP is a single-window solution designed to unify trade and logistics services across Abu Dhabi, including sea, land, air, industrial & free zones
- ATLP proprietary technology aims at reducing costs and speeding up the movement of goods through the supply chain for our customers, and increases overall transparency across the entire supply chain
- Margo Hub was established by Maqta Gateway in 2019 as a comprehensive digital logistics marketplace and aggregator. Margo Hub provides a wide range of logistics solutions, including warehousing, truck looking, air and sea freight, express parcel, and lastmile delivery

Key Ops. Metrics / M&A

- 40 government clients in the UAE
- Over 100m digital transactions conducted through the ATLP since inception
- Acquisition of TTEK, a developer of border control solutions and customs systems, completed in May-23

Growth Outlook

- Continued investments in technology across AD Ports Group Clusters to further enable their digital transformation
- Multiple international single-window and PCS implementation projects in the pipeline at various stages of scoping and contracting
- New growth opportunities in ecommerce fulfillment and last mile digital integration





Digital Cluster in Figures



Revenue-Generating Single Window Transactions (m)



EBITDA Margin (%)





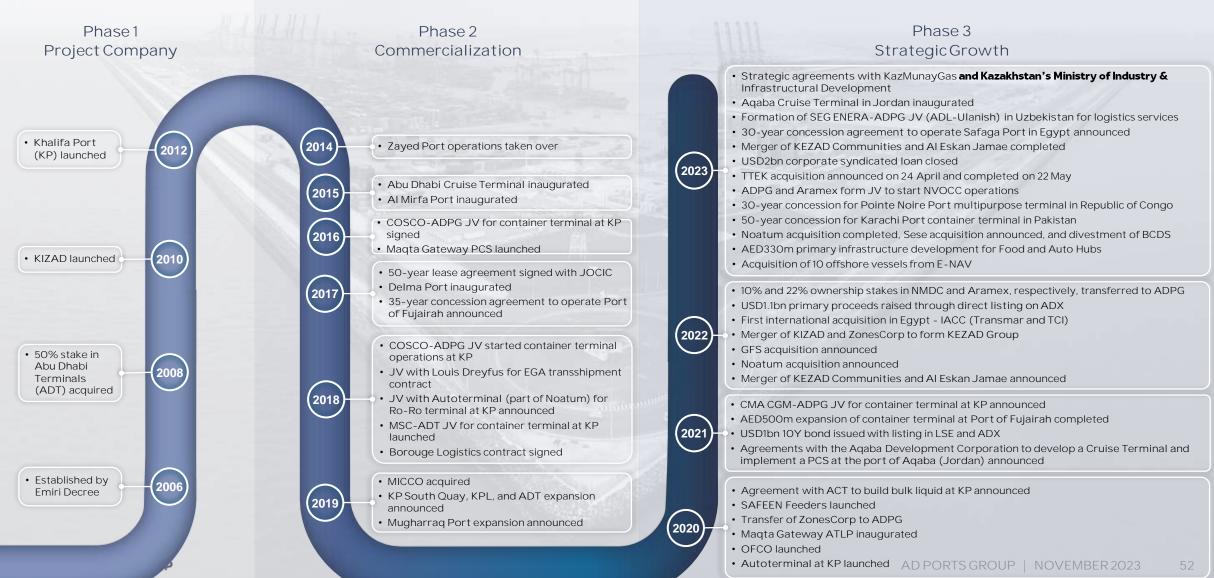
Strategy

Accelerating strategy to build supply chain density and resilience along key trade routes

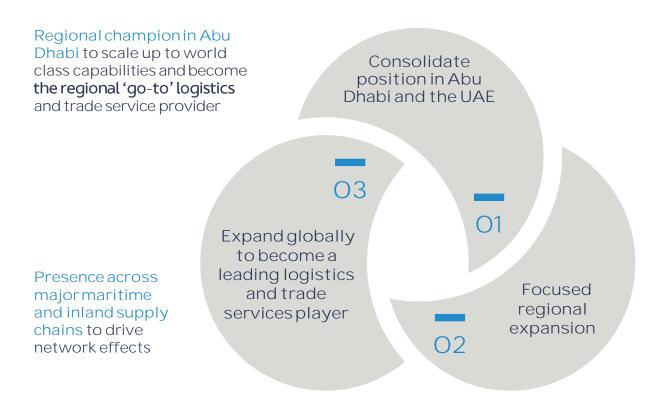


A Remarkable Transformation Journey

Company history can be split in 3 phases with growth accelerating from 2020 onwards



A Three-Stage Growth Strategy With Clear Outcomes And Objectives



Customer-led regional expansion: Accompanying our customers by focusing on specific trade routes, specific supply chains, and specific products & services

Critical trade maritime routes for the UAE are MENA, Africa, India, and South East Asia

Priority industrial supply chains include Machinery & Equipment, Processed F&B, Metals, Chemicals & Plastics, Raw Construction Materials. Commodity Food, Automotive & Spares, and Healthcare & Pharma

KEY OUTCOMES

Maximum Returns And Portfolio Synergies

Maximum Customer "Stickiness"

Superior Supply Chain Outcomes







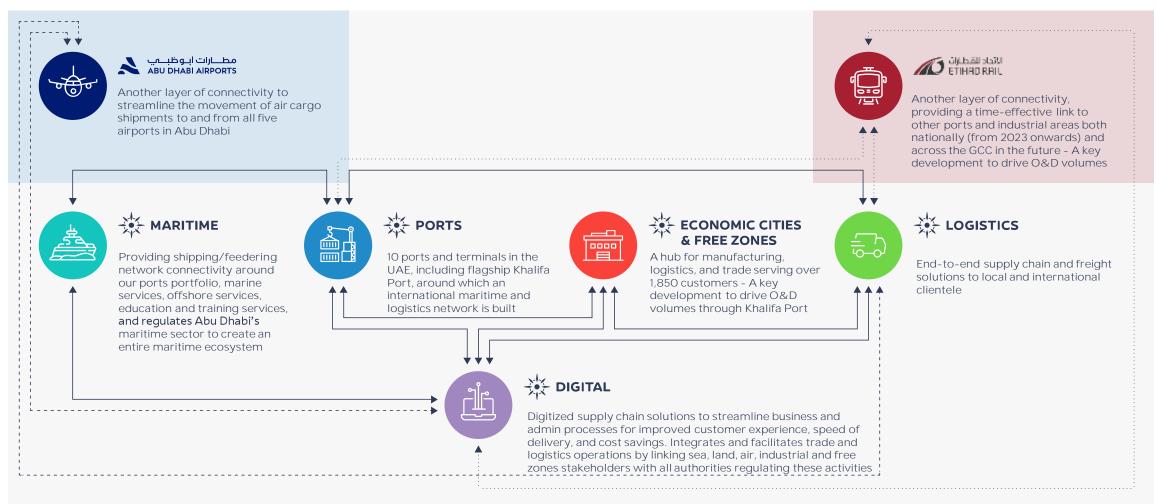






🔆 Regional Growth 'Integrated Ecosystem'

Integrated Business Model With Clear Revenue Synergies And Cross-Selling Opportunities







2022-23 Acquisitions in Line with AD Ports Group Strategy to Build Supply Chain Density and Resilience Along Key Trade Routes

Logistics Build a series of vertically-integrated, AD-intermediated global supply chains to maximize customer wallet share and build supply chain resilience noatum logistics لإسكان الجماعسي AL ESKAN AL JAMAE sesē Hinterland logistics Zone Abu Dhabi **ADPG Hub** International International SAFEEN DIVETECH **End Client** Origination Client TTEK noatum maritime Stobat Feeder Shipping Feeder / MLO Port of Destination Shipping /Origin **ASCL** noatum terminals Transmar

Digital Solutions (PCS, ATLP, etc.)





M&A Strategy: Focused Inorganic Expansion Strategy Anchored Around Well-Defined Criteria

Opportunistic complementary, synergetic, and value-added investments will also be considered



Logistics

- Dictates trade routes

Builds relationships

with clients

- Expands logistics footprint
- Allows to enter new industries



- Enables control of trade routes/feeder rotations
- Increases ports connectivity
- Improves AD Ports Group's relationship with main liners
- Provides access to detailed trade data



Ports

- Creates a port network in regions where economic partnerships and trade flows with the UAE are strong
- Provides greater share of wallet of trade activities with the UAE
- Allows stronger G2G relations
- Extends reach of existing Port Community System and digital solutions



- Volumes of exports/ imports to the UAE
- FDI investments in the UAF
- Trade of strategic commodities
- G2G angle





- Optimum scale for further growth
- Optimum scale to minimize PMI
- Complementary portfolio addition for multiplier effect
- Sustainable contracted revenues
- Strong financial potentials (IRR, volume returns)
- Strong and stable management
- High growth appetite







Focus on geographies where AD Ports Group has a natural "right to win"

Sufficient scale to provide anchor for future portfolio growth

Complimentary regional portfolios generating strongreturns





Committed to ESG



Board Of Directors

Overseeing the conduct of business and supervision of management



H.E. Falah Mohammed Al Ahbabi Chairman Chairman of ADNEC Group



Khalifa Sultan Al Suwaidi Board Member Vice-Chairman Chief Executive Officer of Abu Dhabi Growth Fund (ADG) Chairman of Agthia Group Vice-Chairman of TAQA



Mohamed Ibrahim AI
Hammadi
Board Member
Managing Director & Chief Executive
Officer of Emirates Nuclear Energy
Corporation (ENEC)



Managing Director &
Group CEO
Joined in 2008, appointed Group
CEO in 2014
Chairman of Aramex and KEZAD
Group
Board member of Etihad Aviation
Group

Mohamed Juma Al Shamisi



Jasim Husain Thabet
Board Member
Managing Director & Group Chief
Executive Officer of TAQA



Mansour Mohamed
Abdulqader Al Mulla
Board Member
Managing Director & Chief Executive
Officer of EDGE Group



Ms. Najeeba Al Jabri Board Member Vice President - Technical Midstream of Emirates Global Aluminium (EGA)





Management Team

Deep bench of experienced industry experts leading the transformational journey



Mohamed Juma Al Shamisi Managing Director & Group CEO

- Joined in 2008
- Appointed Group CEO in 2014
- Chairman of Aramex and KEZAD Group
- Board member of Etihad Aviation Group
- 20 years of maritime and logistics industry experience



Abdullah Al Hameli CEO of Economic Cities & Free Zones Cluster

- Joined in 2008 with more than 15 years of experience in corporate functions, including HR and administration and finance
- Previous experience with DMT and ADT



Martin Aarup

Chief Financial Officer

- Joined in 2019 with over 20 years of finance experience in the shipping, ports and logistics industry
- Previously Head of Global Finance
 Operations for Marquard & Bahls Group,
 Group CFO of Oiltanking Group and APAC
 Regional CFO of APM Terminals, Maersk



Ross Thompson Chief Strategy & Growth Officer

- Joined in 2016 with over 18 years of international senior management experience
- Previously Group Sales Director of Peel Ports, UK and American President Lines



Emil Pellicer

General Counsel

- Joined in 2010 with over 23 years of legal experience
- Board member of KIZAD, Autoterminal Khalifa Port, MICCO and AD Ports Operating Company
- Previous experience include seven years as counsel for Allen & Overy LLP



9 years

Capt. Ammar Mubarak Al Shaiba Acting CEO of Maritime Cluster & SAFEEN Group

- Joined in 2013 in the Harbour Master Division
- Leads the development of marine services, shipping operations and assets



40 years

Farook Al Zeer

Chairman of Logistics Cluster

- Joined in 2022 with over 40 years of experience in the logistics and freight forwarding sector across the MENA region
- Previous senior positions with supply chain leader DB Schenker and global transport company Kuehne + Nagel



30 years

Antonio Campoy

CEO of Logistics Cluster

- Joined in June 2023 when Noatum was acquired
- Over 30 years of experience in the shipping, ports, transport and logistics industry, and has always worked in the Noatum Group
- Responsible for Noatum Logistics product diversification and Noatum Group's international expansion



8 years

Dr. Noura Al Dhaheri CEO of Digital Cluster

- Joined in 2014 as a intern
- Implemented the first Port Community System (PCS) in the UAE, and developed the Advanced Trade & Logistics Platform (ATLP)



20 years

Saif Al Mazrouei CEO of Ports Cluster

- Joined in 2019 with over 20 years of experience in ports and shipping businesses
- Previously CEO of Abu Dhabi Terminals (ADT) and Board Member of Al Habtoor Group
- Chairman of ADT and Autoterminal Khalifa Port and Board Member of SAFEEN Feeders and SERDAL





Comprehensive Governance Structure

Committed to the highest level of governance standards in line with international best practice



 Assists the Board in overseeing the effectiveness of AD Ports Group's 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

Responsible for reviewing and endorsing the annual bonus scheme and payment criteria, AD Ports Group's 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

 Responsible for reviewing and endorsing the long term corporate strategy, international growth plans, business plan and budget, capital projects, investments, divestments, treasury, funding and certain other financial matters



Auditors

• In 2021, Deloitte was appointed independent auditor for the business





Sustainability Strategy Based On Three Key Pillars







































ESG Is Embedded In The Business And Linked To AD's Targets

Futureproofing our business, formalising activities to meet global standards and ratings

Abu Dhabi 50% Five Abu Dhabi 22% 15% 32% Plan ESG initiatives by 2030 power savings water Savings Maritime Sustainability Five key policy framework actions taken Adopting sustainable developedin buildingstandardsand by AD Ports line with UN **Investments** into installing renewable Sustainable reed bed Khalifa Port coral Group SDGs on-site sewerage energy technologies technology trials to relocation project treatment projects (solar PV) treat waste-water 18% 57% Converting CSR framework to Decrease in electricity Key measures to ESG ratings, Results Of solid waste consumption intensity optimize water reporting and Completed and recycled at AD Ports for container terminals consumption across targets ongoing monitoring Group in 2022 in 2022 the Group





Thank you

adportsgroup.com@adportsgroup

